

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **DEMAND BRANDS INC.**

160 Spear St. Ste 415  
San Francisco, CA 94105

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(415) 685-0317  
www.dman.co  
we@dman.co  
8742

## **Quarterly Report**

**For the period ending 03 31 2024 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

979,714,621 as of 03/31/2024

979,714,621 as of 05/13/2024

### **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<sup>1</sup> of the company has occurred over this reporting period:

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes:  No:

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

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

Demand Brands, Inc.- May 13, 2022  
430 Westridge Dr., Watsonville, CA 95076

Pacific Technologies Group, Inc- Jan. 21, 2021  
2118 WILSHIRE BLVD. #293, SANTA MONICA, CA, 90403

Geoenhanced Technologies, Inc- Jan 27, 2020  
2118 WILSHIRE BLVD. #293, SANTA MONICA, CA, 90403

Demand Brands, Inc. - August 2018  
2118 Wilshire Blvd. #293  
Santa Monica, CA. 90403

Innovativ Media Group, Inc. - July 2015  
12021 Wilshire Blvd. #450  
Los Angeles, CA 90025

Global Gaming Network, Inc. - August 2005  
7683 S.E. 27th Street #124  
Mercer Island, Washington 98040

Media Classic Group Int'l - February 1996  
Unknown

Deer Park Productions, Inc.  
Unknown

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

WA Active

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

None

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

None

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

160 Spear St. Ste 415  
San Francisco, CA 94105

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

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

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: Securities Transfer Corporation  
Phone: 469 633-0101  
Email: Pstephan@stcttransfer.com  
Address: 2901 Dallas Parkway Ste 380, Plano, TX 75093

### **Publicly Quoted or Traded Securities:**

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

Trading symbol:	<u>DMAN</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>24803B 104</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>1,000,000,000 as of date: 05/13/2024</u>
Total shares outstanding:	<u>979,714,621 as of date: 05/13/2024</u>
Total number of shareholders of record:	<u>104 as of date: 05/13/2024</u>

*All additional class(es) of publicly quoted or traded securities (if any):*

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____
Total shares outstanding:	_____
Total number of shareholders of record:	_____ as of date: _____

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security: Preferred A  
CUSIP (if applicable): \_\_\_\_\_  
Par or stated value: \$0.0001  
Total shares authorized: 100,000 as of date: 05/13/2024  
Total shares outstanding (if applicable): 100,000 as of date: 05/13/2024  
Total number of shareholders of record (if applicable): 1 as of date: 11/13/23

Exact title and class of the security: Preferred B  
CUSIP (if applicable): \_\_\_\_\_  
Par or stated value: \$0.0001  
Total shares authorized: 10,000 as of date: 05/13/2024  
Total shares outstanding (if applicable): 7071 as of date: 05/13/2024  
Total number of shareholders of record (if applicable): 7 as of date: 05/13/2024

Exact title and class of the security: Preferred C  
CUSIP (if applicable): \_\_\_\_\_  
Par or stated value: \$0.0001  
Total shares authorized: 5,000 as of date: 05/13/2024  
Total shares outstanding (if applicable): 0 as of date: 05/13/2024  
Total number of shareholders of record (if applicable): 0 as of date: 05/13/2024

Exact title and class of the security: Preferred D  
CUSIP (if applicable): \_\_\_\_\_  
Par or stated value: \$0.0001  
Total shares authorized: 5,000 as of date: 05/13/2024  
Total shares outstanding (if applicable): 0 as of date: 05/13/2024  
Total number of shareholders of record (if applicable): 0 as of date: 05/13/2024

Exact title and class of the security: Preferred E  
CUSIP (if applicable): \_\_\_\_\_  
Par or stated value: \$0.0001  
Total shares authorized: 5,000,000 as of date: 05/13/2024  
Total shares outstanding (if applicable): 5,000,000 as of date: 05/13/2024  
Total number of shareholders of record (if applicable): 15 as of date: 05/13/2024

**Security Description:**

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

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

Common shares hold equal dividend rights; 1:1 voting rights

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

Preferred A's hold equal dividend rights; 80% of voting rights; 80% conversion right; liquidation rights for each share of Preferred Stock in an amount equal to the Holder's pro rata share of the assets and funds of the Corporation to be distributed

Preferred B's hold equal dividend rights; voting rights of 10 votes per share; 500:1 conversion right except the Exempt B Holders, that conversion right is into a number of shares of Common Stock equal to \$2.50 divided by 0.000001 (the "Conversion Rate").; Shares of Series B Preferred Stock are anti-dilutive to reverse splits; liquidation rights are preferential to any junior shareholder at a rate of \$1.00 per share.

Preferred C's hold no dividend rights; no voting rights; no conversion rights; nor any liquidation rights.

Preferred D's hold no dividend rights; no voting rights; no conversion rights; nor any liquidation rights.

Preferred E's hold equal dividend rights; no voting rights; nine (9) times the Corporation's Fully Diluted Shares conversion rights; liquidation preference over all common and other preferred shareholders

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

Preferred E's hold Protective Rights against material or adverse changes; Registration Rights allowing at least 20% of the E shareholders to request the corporation file a registration statement covering the number of common shares to effectuate conversion of Es; Piggyback Registration Rights allowing the Es upon notice to Company to have shares adequate for conversion to be included in a registration statement Es did not request.

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

None

### **3) Issuance History**

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

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

## A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance			*Right-click the rows below and select "Insert" to add rows as needed.						
Date December 31, 2022									
Common: 764,006,679									
Series Preferred A: 100,000									
Series Preferred B: 7071									
Series Preferred C: 0									
Series Preferred D: 0									
Series Preferred E: 5,000,000									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
01/01/22	Conversion of Preferred	55,000,000	Common	900,000	No	Daniel Hansen, Simpatico Alternatives Fund I	Conversion of Preferred	Unrestricted	Exemption
01/01/22	Conversion of Preferred	5,000,000	Common	900,000	No	Ingo Jucht	Conversion of Preferred	Unrestricted	Exemption
01/11/2022	Issuance of New Common	2,000,000	Common	20,000	No	Eli Roussos	Cash	Restricted	N/A
02/23/22	Issuance of New Common	21,900,000	Common	219,000	No	Tom Coleman, Innovativ Media Group Inc (WYO)	Cash	Restricted	N/A
06/15/2022	Issuance of New Common	5,000,000	Common	50,000	No	Ingo Jucht	Cash	Restricted	N/A
06/16/2022	Issuance of New Common	10,000,000	Common	25,000	No	Tom Coleman, Innovativ Media Group Inc	Cash	Restricted	N/A
08/03/2022	Issuance of Preferred	100,000	Series A Preferred Stock	0	No	Majique Ladnier, EEME LLC	Cash	Restricted	N/A
08/03/2022	Issuance of Preferred	5,000	Series B Preferred Stock	0	No	Majique Ladnier, EEME LLC	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	1,125,000	Series E Preferred Stock	67,500	No	Tuan Le, 8IGHTY8 Consulting LLC	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	62,435	Series E Preferred Stock	3746	No	Khawaja Zargham Bin Aamer	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	149,995	Series E Preferred Stock	9000	No	Andrew Colehower	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	874,120	Series E Preferred Stock	52,447	No	Majique Ladnier, EEME LLC	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	1,255	Series E Preferred Stock	75	No	Ankit Jain	Acquisition and Business Assets	Restricted	N/A

08/03/2022	Issuance of Preferred	60,000	Series E Preferred Stock	3600	No	Dawn R Loos	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	1,125,000	Series E Preferred Stock	67,500	No	Cavin Pham, MBX Research Inc	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	312,185	Series E Preferred Stock	18,731	No	Danish Mir	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	37,500	Series E Preferred Stock	2250	No	Paul Nguyen	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	149,995	Series E Preferred Stock	9000	No	Poe Nhem	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	224,995	Series E Preferred Stock	13,500	No	Quan Le	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	149,995	Series E Preferred Stock	9000	No	Kevin Sparks	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	539,980	Series E Preferred Stock	32,399	No	Dean Trinh	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	187,495	Series E Preferred Stock	11,250	No	Kevin Vu	Acquisition and Business Assets	Restricted	N/A
08/03/2022	Issuance of Preferred	50	Series E Preferred Stock	3	No	Tuan Le, Win-Le Bro's Property LLC	Acquisition and Business Assets	Restricted	N/A
08/19/2022	Issuance of New Common	10,000,000	Common	93,000	No	Dean Trinh, 3N LLC	Business Services	Restricted	N/A
08/19/2022	Issuance of New Common	25,000,000	Common	232,500	No	Alumni Capital, LP Ashkan Mapar	Business Services	Restricted	N/A
08/19/2022	Issuance of New Common	25,000,000	Common	232,500	No	Danish Mir	Business Services	Restricted	N/A
08/26/2022	Issuance of New Common	584,533	Common	4852	No	Ankit Jain	Business Services	Restricted	N/A
08/26/2022	Issuance of New Common	500,000	Common	4150	No	Christian Julin	Business Services	Restricted	N/A
08/26/2022	Issuance of New Common	1,169,067	Common	9703	No	Dawn R. Loos	Business Services	Restricted	N/A
08/26/2022	Issuance of New Common	1,461,333	Common	12,129	No	Kevin Sparks	Business Services	Restricted	N/A
10/14/2022	Issuance of New Common	981,458	Common	4907	No	Andrew Colehower	Business Services	Restricted	N/A
11/16/22	Issuance of New Common	500,001	Common	2900	No	Christian Julin	Business Services	Restricted	N/A
11/16/22	Issuance of New Common	415,567	Common	2410	No	Ankit Jain	Business Services	Restricted	N/A
11/16/22	Issuance of New Common	1,038,917	Common	6026	No	Kevin Sparks	Business Services	Restricted	N/A
11/16/22	Issuance of New Common	831,133	Common	4821	No	Dawn R. Loos	Business Services	Restricted	N/A
11/16/22	Issuance of New Common	6,000,000	Common	34,800	No	Dean Trinh, 3N LLC	Business Services	Restricted	N/A

2/13/23	Issuance of New Common	13,559,322	Common	80,000	No	CCIP Management Inc. Stepan Chiurcciu	Cash	Restricted	N/A
02/13/23	Issuance of New Common	13,793,104	Common	80,000	No	CCIP Management Inc. Stepan Chiurcciu	Cash	Restricted	N/A
02/13/23	Issuance of New Common	21,621,621	Common	80,000	No	CCIP Management Inc. Stepan Chiurcciu	Cash	Restricted	N/A
03/06/23	Issuance of New Common	9,593,023	Common	60,000	No	Victor Thomas Talmage	Conversion of Note	Restricted	N/A
03/06/23	Issuance of New Common	12,820,513	Common	150,000	No	Nathan Nguyen	Conversion of Note	Restricted	N/A
03/06/23	Issuance of New Common	3,703,667	Common	22,222	No	Zamir Azkerov	Cash	Restricted	N/A
03/06/23	Issuance of New Common	415,567	Common	2410	No	Ankit Jain	Business Services	Restricted	N/A
03/06/23	Issuance of New Common	15,000,000	Common	87,000	No	Khawaja Zargham Bin Aamer	Business Services	Restricted	N/A
03/06/23	Issuance of New Common	15,000,000	Common	87,000	No	Khawaja Zargham Bin Aamer	Business Services	Restricted	N/A
03/06/23	Issuance of New Common	6,000,000	Common	34,800	No	3N LLC Dean Trinh	Business Services	Restricted	N/A
03/06/23	Issuance of New Common	833,331	Common	4821	No	Kevin Sparks	Business Services	Restricted	N/A
03/06/23	Issuance of New Common	833,331	Common	4821	No	Dawn R Loos	Business Services	Restricted	N/A
03/08/23	Issuance of New Common	38,461,538	Common	300,000	No	Mina Nguyen	Conversion of Note	Restricted	N/A
03/08/23	Issuance of New Common	38,461,538	Common	300,000	No	Thang Nguyen	Conversion of Note	Restricted	N/A
03/15/23	Issuance of New Common	8,000,000	Common	25,000	No	Jose Rodriguez	Cash	Restricted	N/A
02/15/2024	Issuance of New Common	6,097,561	Common	25,000	No	CCIP Management Inc. Stepan Chiurcciu	Cash	Restricted	N/A
02/15/24	Issuance of New Common	11,513,826	Common	57,569.13	No	CCIP Management Inc. Stepan Chiurcciu	Cash	Restricted	N/A

Shares Outstanding on Date of This Report:  
Ending Balance:

Date May 13, 2024

Common: 979,714,621  
Series Preferred A: 100,000  
Series Preferred B: 7071  
Series Preferred C: 0  
Series Preferred D: 0  
Series Preferred E: 5,000,000

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

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

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)

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

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

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

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

Demand Brands, Inc. is a Washington company established March 8, 2005, and is engaged in the business of developing opportunities in marketing, cultivating and distributing cannabis and related products. The Company provides value and solutions through service contracts to cannabis businesses consisting of several, vertically integrated cannabis related operating units including cultivation, processing, brand management as well as both wholesale and retail distribution – a “seed to sale” platform.

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

Subsidiaries: CF3 SPV I, LLC ( “CF3” )  
Wholly Owned Subsidiaries of CF3: Viridi Farms; Zenith Land Management LLC

C. Describe the issuers’ principal products or services.

The Company services are development, management, marketing and distribution solutions for legal cannabis businesses and their related products

## 5) Issuer’s Facilities

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

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

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

The company is headquartered at 160 Spear St., Ste 415, San Francisco, CA 94105, in a 1500 sq ft. office suite.

The company has lease rights, through Zenith Land Management LLC, which is a wholly owned subsidiary to following lease:

- I. 50 Acres of Parcel known as 196 Brown Valley Road, Corralitos, CA 95076 consisting of adjoining APN's 107-181-26 and 107-181-09. The term of this lease is seven years, it commenced on December 31, 2017, with an option to extend for an additional term, to be negotiated depending on business climate and conditions at the time of extension.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Kevin Sparks</u>	<u>CEO; COO; Director</u>	<u>San Martin, CA</u>	<u>2,650,245</u> <u>common;</u>  <u>149,995</u> <u>Preferred E</u>	<u>Common;</u> <u>Series E</u>	<u>0.53%</u> <u>common</u>  <u>2.99% Es</u>	<u>N/A</u>
<u>Dawn R. Loos</u>	<u>CCO; Secretary; Director</u>	<u>Willits, CA</u>	<u>2,060,200</u> <u>common;</u>  <u>60,000</u> <u>Preferred E</u>	<u>Common;</u> <u>Series E</u>	<u>0.41%</u> <u>common</u>  <u>1.2% Es</u>	<u>N/A</u>
<u>Ankit Jain</u>	<u>CAO</u>	<u>KY, India</u>	<u>1,001,355</u> <u>common</u>  <u>1255 Preferred</u> <u>E</u>	<u>Common;</u> <u>Series E</u>	<u>&lt;0.001 %</u> <u>common</u>  <u>&lt;0.025% Es</u>	<u>N/A</u>

<u>Hannah Jensen</u>	<u>Director</u>	<u>Gilroy, CA</u>	<u>0</u>	<u>N/A</u>	<u>0</u>	<u>N/A</u>
<u>Jose Rodriguez</u>	<u>Director</u>	<u>Morgan Hill, CA</u>	<u>8,000,000</u>	<u>Common</u>	<u>0</u>	<u>N/A</u>
<u>Deep Singal</u>	<u>Director</u>	<u>San Jose, CA</u>	<u>0</u>	<u>N/A</u>	<u>0</u>	<u>N/A</u>

## 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. 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, or banking activities;

No

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

No

4. The entry 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

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

## 8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Samuel Whitley, Whitley LLP, Attorneys at Law  
Address 1: 24285 Katy Fwy Suite 300  
Address 2: Katy, TX 77494  
Phone: (281) 206-0434

Email: swhitley@whitley-llp.com

Accountant or Auditor

Name: Ben Borgers  
Firm: BF Borgers CPA PC  
Address 1: 5400 W Cedar Ave  
Address 2: Lakewood, CO  
Phone: (303) 953-1454  
Email: ben@bfbcpa.us

Investor Relations

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

*All other means of Investor Communication:*

X: demandbrands  
Discord: \_\_\_\_\_  
LinkedIn: Demand Brands  
Facebook: Demand Brands  
[Other: IG ] demandinc

Other Service Providers

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

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

**9) Financial Statements**

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

- IFRS
- U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Ankit Jain

<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Title: CAO  
Relationship to Issuer: Officer

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

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

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

## 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, KEVIN SPARKS, certify that:

1. I have reviewed this Disclosure Statement for Demand Brands, 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.

May 13, 2024 [Date]

/s/KEVIN SPARKS [Co-CEO's Signature]

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

*Principal Financial Officer:*

I, KEVIN SPARKS, certify that:

1. I have reviewed this Disclosure Statement for Demand Brands 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.

May 13, 2024 [Date]

/s/KEVIN SPARKS Co-[CEO's Signature]

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

**DEMAND BRANDS, INC**

**UNAUDITED FINANCIAL STATEMENTS**

**For the Quarter Ended March 31, 2024  
and the Quarter Ended March 31, 2023**

**Demand Brands, Inc**  
**Statement of Financial Condition (Unaudited)**  
**(Expressed in United State Dollars)**

<b><u>ASSETS</u></b>	<b>As of quarter ended</b>	<b>As of quarter ended</b>
	<b><u>31-Mar-24</u></b>	<b><u>31-Mar-23</u></b>
<b><u>Current Assets</u></b>		
Cash and cash equivalents	69,416	119,420
Accounts receivable, net	1,061,637	1,027,637
Line of Credit	7,484,622	7,167,947
Other assets	28,862	31,662
<b>Total Current Assets</b>	<b><u>8,644,537</u></b>	<b><u>8,346,666</u></b>
<b><u>Non-Current Assets</u></b>		
Equipment , net of depreciation	80,705	94,286
Other assets	190,395	190,095
<b>Total non-current Assets</b>	<b><u>271,100</u></b>	<b><u>284,381</u></b>
<b>Total Assets</b>	<b><u>8,915,637</u></b>	<b><u>8,631,047</u></b>
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>		
<b><u>Current Liabilities</u></b>		
Short-Term Loans	3,087,991	3,211,754
Related party loans	984,854	1,116,889
Subscription Received in Advance	-	79,000
Accounts payable, net	422,641	438,658
Interest Payable	912,792	537,468
Accrued Wages	98,750	98,750
Other current liabilities	709,154	695,044
<b>Total Current Liabilities</b>	<b><u>6,216,182</u></b>	<b><u>6,177,563</u></b>
<b><u>Non - Current Liabilities</u></b>		
Long Term Loan	2,491,522	2,169,816
Vehicle Loan	807	807
Security Deposit Held	172,302	172,302
<b>Total non-current Liabilities</b>	<b><u>2,664,631</u></b>	<b><u>2,342,925</u></b>
<b>Total Liabilities</b>	<b><u>8,880,813</u></b>	<b><u>8,520,488</u></b>
<b><u>Stockholders' Equity</u></b>		
Preferred stock, authorized 100,000 shares, series A, \$0.0001 par value, 100,000 shares issued and outstanding for all periods	10	10
Preferred stock B, authorized 10,000 shares, Series B \$0.0001 par value, 7,071 and 7,071 (7,073 for 31st March 2023) shares issued and outstanding, respectively	1	1
Preferred stock E, authorized 5,000,000 shares, Series B \$0.0001 par value, 5,000,000 and 5,000,000 shares issued and outstanding, respectively	-	-
Common stock, authorized 1,000,000,000 shares, \$0.0001 par value, 979,714,621 (962,103,234) for 31st March 2023) shares issued and outstanding	1,555,664	1,473,095
Additional paid in capital	(15,656)	(15,656)
Retained Earning/Accumulated deficit	(1,505,195)	(1,346,891)
<b>Total Stockholders' Equity</b>	<b><u>34,824</u></b>	<b><u>110,559</u></b>
<b>Total Liabilities and Shareholders' Equity</b>	<b><u>8,915,637</u></b>	<b><u>8,631,047</u></b>

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

**Demand Brands, Inc**  
**Statement of Operations (Unaudited)**  
**(Expressed in United State Dollars)**

<b><u>Statement of Operations</u></b>	<b>For the year ended 31-Mar-24</b>	<b>For the year ended 31-Mar-23</b>
<b><u>Income</u></b>		
Rent Income	81,000	71,661
Management Fees Income	-	7,600
Service Fees Income	-	13,000
<b>Total Net Service Income</b>	<b>81,000</b>	<b>92,261</b>
<b>Total Cost of Services</b>	<b>-</b>	<b>-</b>
<b>Gross profit</b>	<b>81,000</b>	<b>92,261</b>
<b>For the Quarter Ended March 31, 2024 and the Quarter Ended March 31, 2023</b>		
Professional Services	13,470	337,767
Depreciation Expense	3,395	3,395
Other Expenses	17,021	17,349
Rent Expense	83,000	89,992
Payroll Expenses	556	65,854
	<b>117,442</b>	<b>514,357</b>
Interest and other, net	99,831	98,831
<b>Net Income (loss) before income taxes</b>	<b>(136,273)</b>	<b>(520,927)</b>
Income Taxes	-	-
<b>Income after taxes</b>	<b>(136,273)</b>	<b>(520,927)</b>
Earnings (loss) per share; <b>Basic</b>	<b>(0.00)</b>	<b>(0.00)</b>
Weighted average number of shares outstanding	<b>977,543,354</b>	<b>929,024,694</b>

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

**Demand Brands, Inc**  
**Statement of Cash Flow (Unaudited)**  
**(Expressed in United State Dollars)**

<b><u>Statement of Cash Flow</u></b>	<b>For the year ended <u>31-Mar-24</u></b>	<b>For the year ended <u>31-Mar-23</u></b>
<b><u>Cash Flow from Operating Activities</u></b>		
Net Profit/(Loss) from operation	(136,273)	(520,927)
Non-cash activities		
Depreciation	3,395	3,395
Other expenses paid in stocks	3,569	245,852
Change in Current Assets and Current Liabilities		
Decrease/ (increase) in Account Receivable	5,000	(1,000)
Decrease/ (increase) in payroll liabilities	-	93,831
Decrease/ (increase) in Line of Credit	69,759	-
Increase/ (decrease) in Account Payable	(29,796)	(655)
Increase/ (decrease) in Interest Payable	93,831	-
Increase/ (decrease) in Other Current Liabilities	2,258	-
<b>Cash provided by Operating Activities</b>	<b>13,743</b>	<b>(179,504)</b>
<b><u>Cash Flow from Investing Activities</u></b>		
Decrease/ (increase) in Line of Credit	-	(78,075)
Purchase of Fixed Assets	(299)	-
<b>Cash used by Investing Activities</b>	<b>(299)</b>	<b>(78,075)</b>
<b><u>Cash Flow from Financing Activities</u></b>		
Increase in Short-Term Loans	15,000	200,000
Increase in Subscription Received in Advance	-	139,000
(Decrease)/Increase in Related party loans	(41,535)	22,000
Receipt/(Payment) for Long Term Loan	63,836	(18,500)
Payment for Vehicle Loan	-	(2,459)
<b>Cash provided by Financing Activities</b>	<b>37,301</b>	<b>340,041</b>
<b>Net cash increase for period</b>	<b>50,745</b>	<b>82,462</b>
Cash at beginning	18,671	36,958
<b>Cash at end of period</b>	<b>69,416</b>	<b>119,420</b>
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	6,000	5,000
Taxes	-	-
Non-Cash Items:		
Share issued for Professional Services	-	-
Shares issued against convertible notes	-	-

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

**Demand Brands, Inc**  
**Statements Of Stockholders' Equity**

	Preferred A Stock		Preferred B Stock		Preferred D Stock		Preferred E Stock		Common Stock		Additional Paid-in Capital	Retained Surplus/ (Deficit)	Total Stockholders Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
<b>Balance at December 31, 2022</b>	<b>100,000</b>	<b>10</b>	<b>7,073</b>	<b>1</b>	-	-	<b>5,000,000</b>	-	<b>764,006,679</b>	<b>695,021</b>	<b>(15,656)</b>	<b>(825,964)</b>	<b>(146,588)</b>
Cancelled of Preferred Stock	-	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of Common Stock	-	-	-	-	-	-	-	-	198,096,555	778,074	-	-	778,074
Cancellation of Preferred Stock	-	-	(2)	-	-	-	-	-	-	-	-	-	-
For the Quarter Ended March 31, 2024	-	-	-	-	-	-	-	-	-	-	-	-	-
and the Quarter Ended March 31, 2023	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Loss for the year ended December 31, 2023	-	-	-	-	-	-	-	-	-	-	-	(542,958)	(542,958)
<b>Balance at December 31, 2023</b>	<b>100,000</b>	<b>10</b>	<b>7,071</b>	<b>1</b>	-	-	<b>5,000,000</b>	-	<b>962,103,234</b>	<b>1,473,095</b>	<b>(15,656)</b>	<b>(1,368,922)</b>	<b>88,528</b>
Cancelled of Preferred Stock	-	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of Common Stock	-	-	-	-	-	-	-	-	17,611,387	82,569	-	-	82,569
Cancellation of Preferred Stock	-	-	-	-	-	-	-	-	-	-	-	-	-
For the Quarter Ended March 31, 2024	-	-	-	-	-	-	-	-	-	-	-	-	-
and the Quarter Ended March 31, 2023	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Loss for the quarter ended March 31, 2024	-	-	-	-	-	-	-	-	-	-	-	(136,273)	(136,273)
<b>Balance at March 31, 2024</b>	<b>100,000</b>	<b>10</b>	<b>7,071</b>	<b>1</b>	-	-	<b>5,000,000</b>	-	<b>979,714,621</b>	<b>1,555,664</b>	<b>(15,656)</b>	<b>(1,505,195)</b>	<b>34,824</b>

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

**Demand Brands, Inc.**  
Notes to the Consolidated Financial Statement  
March 31, 2024

**NOTE 1: NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES**

**The Company**

Demand Brands, Inc. (the “Company”) was incorporated on March 8, 2005, under the laws of the State of Washington. The Company identifies, develops, and acquires business in emerging sectors. The Company transformed itself into a vertically integrated Cannabis US Based organization in the 2<sup>nd</sup> quarter of 2021. In the 1st quarter of 2022, the Company acquired CF3 SPV I, LLC, (“CF3”) which included existing Cannabis consultancy, an Agricultural Technology intellectual property for both nutrients and mold defense, and national brand management including a best-in-class Standard Operating Procedure, (“SOP”) implementation business. The Company transacted via issuance of a new Series E preferred share class valued between \$250m to \$550m based on a final third-party valuation. As part of the transaction, a new management and board were brought in. They collectively have decades of experience in the industry from prominent well known industry names. The acquisitions include the following:

**Cultivation and Processing**

The acquisition provided the Company with a portfolio of contracts with cultivation facilities in central California and distribution contracts throughout the state.

**Management Consulting and Brand Management**

CF3 offers well-known lifestyle brands strategic advice and consulting services to enter the cannabis sector to leverage their brand equity to capture additional revenue. Consulting services focus on optimizing supply chain and operations to institutionalize our client's businesses. Our SOPs and technologies enable our clients to improve efficiencies, reduce G&A cost, enhance crop yield control quality standards and increase margins by offering a higher quality product

**Microbial Agricultural Technology and Genetics**

The acquisition provided the Company with licensing, manufacturing, and distribution rights to patented microbial ag-tech solutions and rights to an exclusive genetics' library. The exclusive genetics library paired with microbial technologies, allow the Company's clients to produce AA and AAA grade cannabis.

**Wholesale and Retail Distribution**

CF3 utilizes a Farm-Direct model and distributed an estimated 15,000 lbs. of product in 2023 through the Company's trading desk.

**Basis of Presentation**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”). In the opinion of management, all adjustments necessary for the financial statements to be not misleading have been reflected herein as the data has been presented to present management.

**Use of Estimates**

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

**Cash Equivalents**

The Company considers marketable securities, bank certificates of deposit and other readily liquid instruments as cash equivalents. Securities, if held, are valued at market price as of the end of the accounting period.

**Demand Brands, Inc.**  
Notes to the Consolidated Financial Statement  
March 31, 2024

**Property and Equipment**

The Company owns certain equipment related to its business and the capital assets are being depreciated over their estimated useful lives using the straight-line method of depreciation on an annualized basis.

**Fair Value of Financial Instruments**

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued interest. The carrying amount of these financial instruments approximates fair value given prevailing market rates or a reasonable estimate of market value unless otherwise disclosed in these financial statements. The Company has hired Stanton Park Advisors to conduct a third-party valuation of the acquired CF3 business interests and enterprise value. The valuation was subsequently completed.

**Income Taxes**

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We evaluate deferred tax assets to determine whether it is more likely than not that they will be realized.

**Basic and Diluted Income (Loss) Per Share**

Basic earnings (loss) per common share is computed by dividing net income or (loss) available to common stockholders by the weighted average number of common shares outstanding and are calculated to a maximum of .00000 percent. Diluted earnings per common share is computed similar to basic earnings per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. On March 31, 2024, the Company had no stock equivalents that were anti-dilutive and excluded in the earnings per share computation and the Company's earnings and loss per share are only calculated and published on an annual basis.

**Recent Accounting Pronouncements**

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the results of its operations, financial position, or cash flows.

**NOTE 2: PROPERTY AND EQUIPMENT**

Property and equipment on March 31, 2024, consisted of office equipment and the former facilities more fully described in the extended sub-notes below.

**NOTE 3: STOCKHOLDERS' EQUITY**

The Company has authorized five (5) classifications of stock with four (5) designations. The classes are Common Stock, Series A Convertible Preferred Stock, Series B Preferred Stock, Series D Preferred Stock and Series E Preferred Stock.

The Company has 1,000,000,000 authorized shares and had 979,714,621 fully diluted, issued, and outstanding shares as of March 31, 2024 for all categories of stock.

The Company as of March 31, 2024, had 100,000 shares of Series A Convertible Preferred Stock authorized. As of 22<sup>nd</sup> February, 2022, 100,000 shares were issued. The Series A Stock is convertible to Common Stock, the number of shares of Common Stock into which the Series A Preferred Stock converts shall, in aggregate, equal eighty percent (80%) of the post conversion number of shares of Common Stock issued and outstanding. It also entitles the holder to super voting rights representing 80% voting control of the Company.

The Company as of March 31, 2024, had 100,000 shares of Series B Preferred Stock authorized and 2,083 issued and

**Demand Brands, Inc.**  
Notes to the Consolidated Financial Statement  
March 31, 2024

outstanding. The Series B Preferred Stock, except for shares held and/or issued in connection with certain prior agreements, was re-designated in March 2020 and is convertible into Common Stock on a basis of 1 preferred share to 500 Common shares and is non-dilutive as to stock splits. Designation changed again in July 2022 reducing the authorized number to 10,000.

The Company as of March 31, 2024, has no shares of Series D Preferred Stock issued and outstanding and this share class has been cancelled.

The Company as of March 31, 2024, has 5,000,000 shares of Series E Preferred Stock authorized and 5,000,000 issued and outstanding. During the period 5,000,000 shares of Series E were issued.

The Company signed a Stock Purchase Agreement with CCIP Management, LLC (“the Purchaser”) on Oct. 13, 2022 for the sale of Stock to the Purchaser for a purchase price of USD 440,000. In consideration for the purchase payments and the receipt of the same, the Company transferred to the Purchaser the Stock in the form of a number of shares of the Company’s common stock equal to the purchase amount delivered in each payment tranche divided by the closing price of the Company’s common stock on the date of each payment tranche. The Company has received 5 tranches totaling USD 322,569.13 and has issued 66,585,434 shares in consideration.

**NOTE 4: COMMITMENTS AND CONTINGENCIES**

The Company formerly owned and leased real property as more fully described in the notes to the Financial Statements described herein.

**NOTE 5: CONCENTRATION OF CREDIT RISK FOR CASH HELD AT FINANCIAL INSTITUTIONS**

The Company maintains an outside cash account. There were no amounts in excess of insured limits at the bank as of March 31, 2024. Accounts at banking institutions are insured up to \$250,000 by the Federal Deposit Insurance Corporation.

**NOTE 6: RELATED PARTY TRANSACTION**

The Company has not entered into any material related party transaction during the year ended March 31, 2024.

**NOTE 7: SUBSEQUENT EVENTS**

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no material subsequent events exist through the date of this report except the event described below.

In the period subsequent to this reporting period on May 9, 2024, the Board of Directors accepted the resignation of Jae Ryu as Co-CEO of the company and ratified Kevin Sparks as sole CEO. The Company plans to transition away from the cannabis sector and looks to acquire and develop assets and businesses in the renewable energy industry. Negotiations to divest the cannabis assets are currently in progress and the Company anticipates bringing in a new team of managers in the near term.