

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## GOLDEN GRAIL TECHNOLOGY CORP.

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Boca Raton, FL 33496

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6719

### **Annual Report** **For the Period Ending: December 31, 2018** **(the "Reporting Period")**

As of October 8, 2020, the number of shares outstanding of our Common Stock was: 63,274,100

As of December 31, 2018, the number of shares outstanding of our Common Stock was: 59,024,100.

As of December 31, 2017, the number of shares outstanding of our Common Stock was: 59,024,100

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

December 3, 1985 Intermountain Capital, Inc.  
January 29, 1990 National Health Watch, Inc.,

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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.

March 12, 1990 Intermountain Capital Inc.  
May 14, 1990 ARM Financial. Inc.  
May 29, 1990 ARM Financial Corp.  
June 19, 1992 Rx Medical Services Corp.  
August 21, 2007 Super Blue Domain Technologies Inc.  
April 17, 2009 Golden Energy Corp.  
November 6, 2014 Golden Grail Technology Corp.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The company was incorporated under the laws of the state of Nevada on December 3, 1985 and is currently active.

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

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

n/a

## 2) Security Information

Trading symbol:	<u>GOGY</u>
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>
CUSIP:	<u>38105V105</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>5,000,000,000</u> as of date: <u>December 31, 2018</u>
Total shares outstanding:	<u>59,024,100</u> as of date: <u>December 31, 2018</u>
Number of shares in the Public Float <sup>2</sup> :	<u>40,893,500</u> as of date: <u>December 31, 2018</u>
Total number of shareholders of record:	<u>623</u> as of date: <u>December 31, 2018</u>

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

Trading symbol:	<u>GOGY</u>
Exact title and class of securities outstanding:	<u>SERIES A CONVERTIBLE PREFERRED SHARES</u>
CUSIP:	<u>n/a</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>4,000,000</u> as of date: <u>December 31, 2018</u>
Total shares outstanding:	<u>0</u> as of date: <u>December 31, 2018</u>

Trading symbol:	<u>GOGY</u>
Exact title and class of securities outstanding:	<u>SERIES B CONVERTIBLE PREFERRED SHARES</u>
CUSIP:	<u>n/a</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>1,000,000</u> as of date: <u>December 31, 2018</u>
Total shares outstanding:	<u>0</u> as of date: <u>December 31, 2018</u>

Trading symbol: GOGY

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Exact title and class of securities outstanding: SERIES C CONVERTIBLE PREFERRED SHARES  
CUSIP: n/a  
Par or stated value: 0.001  
Total shares authorized: 19 as of date: December 31, 2018  
Total shares outstanding: 19 as of date: December 31, 2018

#### Transfer Agent

Name: Standard Registrar and Transfer Company, Inc.  
Phone: 801-571-8844  
Email: [Amy@standardregistar.com](mailto:Amy@standardregistar.com)

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

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

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:

#### **Accurate Merger and Planned Reorganization**

On February 1, 2016 the Company entered into an Agreement and Plan of Merger (the "Merger Agreement"), with Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida ("Accurate"), and Golden Grail Merger Corp., a Nevada corporation and a wholly-owned subsidiary of the Company ("Merger Sub"). On February 2, 2016, the Closing for the Merger Agreement was held and pursuant to which, Accurate merged with and into Merger Sub, with Merger Sub continuing as the surviving entity that succeeded to all of the assets, liabilities and operations of Accurate and Accurate effectively became our wholly-owned operating subsidiary (the "Merger"). The Merger Agreement contained customary terms and conditions for agreements of this type, including completion of due diligence by the parties and approval of the Merger by Accurate shareholders, as well as an Escrow Agreement. Under the terms of the Escrow Agreement, Accurate was required to complete a PCAOB audit of the prior two (2) fiscal years ending on December 31, 2015 and December 31, 2014, as well as demonstrate certain increases in revenue following receipt of certain financing from the Company. The Merger became effective upon the filing of the Articles of Merger with the Secretary of State for the State of Nevada, which occurred on February 2, 2016. Accurate is principally engaged in the marketing and sale of consumer goods, in the United States.

On or about March 13, 2018, the Company filed a lawsuit against Defendant's William Fisher and Accurate Venture, Inc. in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida (the "Lawsuit") under Case No. 18-005815(12). Subsequently, on or about July 27, 2018, the Company filed an Amended Complaint in the same case, which added as Defendants Melanie Fisher and Leaf Vertical, Inc., a Florida Corporation. The Company and each of the Defendants entered into a Settlement Agreement and General Release of All Claims January 7, 2019 (the "Settlement Agreement.") Under the terms of the Settlement Agreement, William Fisher and Accurate arranged for the payment of Sixty-Five Thousand Dollars (\$65,000.00) to the Company, and for the transfer of certain records, databases and software. Mr. Fisher was also required to provide 150 hours of consulting services to the Company.

Mr. Fisher continued to serve as President of our wholly-owned subsidiary, Accurate Venture, Inc., until June 30, 2020, at which time the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.

#### **Terms and Timeframe of Accurate Unwind**

On June 30, 2020, the Company entered into a Settlement Completion Agreement with Accurate Venture, Inc. and William Fisher whereby all parties agreed that the shares of Series C Preferred Stock issued pursuant to the 2016 Merger

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<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Agreement were returned to the Company. Also, the Company relinquished any right title or interest in the Accurate Shares the Company had received under the Merger Agreement.

The Company currently anticipates applying to FINRA for approval of a 100:1 reverse stock split during the Third quarter of 2020.

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u> Date: <u>12/31/16</u> Common: 54,474,100 Preferred: 19									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>2/1/2017</u>	<u>New issuance</u>	<u>2,300,000</u>	<u>Common</u>	<u>\$.018</u>	<u>Yes</u>	<u>IBC Funds</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>3(a)10</u>
<u>6/5/2017</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>0.013</u>	<u>No</u>	<u>Beaudon Spaulding</u>	<u>Compensation</u>	<u>Restricted</u>	<u>Not Applicable</u>
<u>6/5/2017</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>0.013</u>	<u>No</u>	<u>Anthony Ferlanti</u>	<u>Compensation</u>	<u>Restricted</u>	<u>Not Applicable</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date <u>12/31/18</u> Common: 59,024,100 Preferred: 19									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

On June 5, 2017 we issued an aggregate of 2,000,000 shares of common stock, valued at \$25,660. to Anthony Ferlanti, for his service as Director, pursuant to a Board Resolution dated May 4, 2017. The certificate contains a legend stating that the shares have not been registered under the Securities Act of 1933 as amended. The May 4, 2017 Board Resolution authorized the issuance of a total of 6,000,000 shares of the Company's common stock to Mr. Ferlanti, with 2,000,000 being vested on that date, and the remaining 4,000,000 to be issued later, between September 30, 2017 and March 31, 2018 when vested. On June 9, 2020, we issued the remaining 4,000,000 shares of common stock, valued at \$9,600 pursuant to the May 4, 2017 Board Resolution. The certificate contains a legend stating that the shares have not been registered under the Securities Act of 1933 as amended.

On June 5, 2017 we issued a stock grant of 250,000 shares of common stock to Beaudon Spaulding, the Chief Marketing Officer of our subsidiary, Accurate, valued at \$3,207. The certificate contains a legend stating that the shares have not been registered under the Securities Act of 1933 as amended. Mr. Spaulding's shares were issued pursuant to the terms of his Executive Employment Agreement dated March 21, 2017 with Accurate.

Under that Agreement, Mr. Spalding's 250,000 shares were earned on April 30, 2017, and an additional 750,000 were to be issued later, between July 31, 2017 and January 31, 2018, upon vesting. Mr. Spalding resigned from his employment with Accurate on August 15, 2017. On June 19,, 2020 an additional 250,000 shares were issued per the terms of the Agreement.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities..

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
2/8/2013	-	100,000	23,030	12/31/2016	<u>50% discount to market with a 120 day lookback</u>	IBC Funds, LLC	Loan
9/16/2014	150,000	150,000	51,534	9/6/2017	<u>60% discount to market with a 20 day lookback</u>	IBC Equity Holdings, Inc.	Loan
11/4/2014	200,000	200,000	66,597	11/4/2017	<u>60% discount to market with a 20 day lookback</u>	IBC Capital Group, Inc.	Loan
5/14/2015	145,000	145,000	52,676	12/31/2016	<u>60% discount to market with a 20 day lookback</u>	IBC Funds, LLC	Loan
5/21/2015	100,000	100,000	35,167	5/11/2017	<u>60% discount to market with a 20 day lookback</u>	IBC Funds, LLC	Loan
11/16/2015	500,000	500,000	137,541	11/15/2017	<u>60% discount to market with a 20 day lookback</u>	Rockwell Capital Partners, Inc.	Loan
10/4/2016	50,000	50,000	10,290	10/14/2018	<u>60% discount to market with a 20 day lookback</u>	Rockwell Capital Partners, Inc.	Loan
3/7/2017	6,000	6,000	1,091	3/7/2019	<u>60% discount to market with a 20 day lookback</u>	Rockwell Capital Partners, Inc.	Loan
3/7/2017	130,000	130,000	14,189	3/7/2019	Not Applicable	Rockwell Capital Partners, Inc.	Loan

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

### 4) Financial Statements

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

- U.S. GAAP  
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Anthony Ferlanti  
Title: Chief Executive Officer  
Relationship to Issuer: Officer

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for 6719 Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

**The unaudited financial statements for the year ended December 31, 2018 are attached hereto.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

**5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

**Timeline of Operations**

Golden Grail previously operated in the oil and gas industry and ceased those operations in 2009. The Company then focused on developing high end eCommerce sites with an efficient use of technology, people and capital but began to cease those operations during the third quarter of 2017 in order to become a high volume, highly efficient data gathering and marketing company that manages the customer data of its subsidiaries.

On February 2, 2016 the Company completed the merger with Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida ("Accurate"). Accurate develops and marketed specific diet, skincare, wellness and supplement products and contracts with manufacturers for supply. The customer base consists of the general public, as well as businesses that contract with Accurate on a direct basis. Accurate has a large marketing database of customers and offers monthly subscriptions for most of its product line.

After several weeks of negotiation and due diligence by all parties, and following the January 27, 2016 Written Consent of the Board of Directors of Golden Grail Technology Corp. (the "Company") the Company entered into an Agreement and Plan of Merger (the "Merger Agreement"), on February 1, 2016 with Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida ("Accurate"), and Golden Grail Merger Corp., a Nevada corporation and a wholly-owned subsidiary of the Company ("Merger Sub").

Pursuant to the January 27, 2016 Written Consent, the Company formed Merger Sub by filing Articles of Incorporation in the State of Nevada on January 28, 2016.

**Creation of Series C Preferred Stock**

The Certificate of Designation for the Company's new Series C Preferred Stock was approved by the Company's Board of Directors by Written Consent on January 27, 2016 and filed with the State of Nevada on January 28, 2016.

Per the Certificate of Designation, there are a total of 19 shares of Series C Preferred Stock. Each share of Series C Preferred Stock converts into 1% of the total outstanding shares of common stock at any given time.

On February 2, 2016, the Closing for the Merger Agreement was held and pursuant to which, Accurate merged with and into Merger Sub, with Merger Sub continuing as the surviving entity that succeeded to all of the assets, liabilities and operations of Accurate and Accurate effectively became our wholly-owned operating subsidiary (the "Merger").

At the effective time of the Merger, the outstanding shares of Accurate automatically converted into the right to receive all 19 shares of the Company's newly created Series C Preferred Stock as consideration for the Merger. Since each share of Series C Preferred Stock converts into 1% of the total outstanding, the new shareholders who received Series C Preferred Shares under the terms of the Merger agreement now effectively control approximately 19% of the Company's voting power.

The Merger Agreement contained customary terms and conditions for agreements of this type, including completion of due diligence by the parties and approval of the Merger by Accurate shareholders, as well as an Escrow Agreement. Under the terms of the Escrow Agreement, Accurate is required to complete a PCAOB audit of the prior two (2) fiscal years ending on December 31, 2015 and December 31, 2014, as well as demonstrate certain increases in revenue following receipt of certain financing from the Company. The PCAOB audit of the 2014 and 2015 fiscal years was completed on May 8, 2017.

The Merger became effective upon the filing of the Articles of Merger Secretary of State for the State of Nevada, which occurred on February 2, 2016.

At the effective time of the Merger, Accurate's Chief Executive Officer, William Fisher, was appointed to the Board of Directors the Company. He continued to serve as President and Director of Accurate.

### **Operations Following the Accurate Merger**

Following the Merger, the Company's Chief Executive Officer, Michael Brodsky, continued to serve as the CEO and Director of Golden Grail Technology Corp. He likewise remained a Director of Accurate.

On March 2, 2017, Accurate entered into a Plan Affiliate Agreement with Novus Medical Group, Inc., under which Accurate was contracted as a Provider to enroll patients into the Novus Medplan.

On March 10, 2017, Accurate entered into a Medical Practice Distribution Agreement with Katta Oncology, which allowed Katta to sell and distribute to its patients Accurate-supplied pharmaceutical grade CBD Cannabidiol Hemp Extract supplement products under the brand bioRenovate. On August 1, 2017, bioRejuvenate informed Accurate that it would no longer distribute bioRejuvenate products through on-line or retail distributors. On August 5, 2017, Accurate informed Katta Oncology that Accurate lost the ability to supply Kata with bioRejuvenate CBD, and was terminating the Medical Practice Distribution Agreement.

On March 13, 2017, Michael Brodsky resigned as our Chief Executive Officer and William Fisher was appointed as our Chief Executive Officer. Mr. Brodsky and Mr. Fisher continued to serve as a Directors of Golden Grail Technology Corp. and Accurate.

On April 6, 2017 Accurate began to focus on becoming a fully vertical cannabis company, producing branded Pharmaceutical grade Cannabidiol (Hemp CBD) products for health and wellness in the Oncology market. The brand bioRenovate is sold through doctors and hospitals with refills sold through the on-line website. Additionally, the consumer GMP products will continue to be sold the general public through its mass-market consumer websites.

On August 30, 2017, Accurate received a notice to terminate its Distribution Agreement with Miracle Smoke, Inc. for retail distribution of the Miracle Brand products, followed by a 90-day wind-down of on-line operations for that brand, with the final termination effective on December 31, 2017. Accurate planned to develop its own brand of retail CBD products for sale to the Companies customer base.

On September 4, 2017, Accurate provided Novus Medical Group, Inc. with a thirty-day notice to terminate the Plan Affiliate Agreement signed on March 2, 2017.

On May 4, 2017 Anthony Ferlanti was appointed as a Director of the Company.

On December 7, 2017, William Fisher was terminated as the Company's CEO and Director.

On or about March 13, 2018, the Company filed a lawsuit against Defendant's William Fisher and Accurate in the Circuit

Court of the Seventeenth Judicial Circuit in and for Broward County, Florida (the "Lawsuit") under Case No. 18-005815(12). Subsequently, on or about July 27, 2018, the Company filed an Amended Complaint in the same case, which added as Defendants Melanie Fisher and Leaf Vertical, Inc., a Florida Corporation. The Company and each of the Defendants entered into a Settlement Agreement and General Release of All Claims dated January 7, 2019 (the "Settlement Agreement.") Under the terms of the Settlement Agreement, William Fisher and Accurate arranged for the payment of Sixty-Five Thousand Dollars (\$65,000.00) to the Company, and for the transfer of certain records, databases and software. Mr. Fisher was also required to provide 150 hours of consulting services to the Company.

Mr. Fisher continued to serve as President of our wholly-owned subsidiary, Accurate Venture, Inc., until June 30, 2020, at which time the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.

On May 1, 2018, Michael Brodsky resigned from his position as a Director with Golden Grail Technology Corp. Mr. Brodsky no longer serves an officer or director of the Company, or its subsidiary.

On September 19, 2019, Anthony Ferlanti was appointed as Chief Executive Officer of Golden Grail Technology Corp. Mr. Ferlanti continues to serve as our CEO and Chairman of the Board of Directors. Mr. Ferlanti is currently the sole officer and director of Golden Grail Technology Corp.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

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- C. Describe the issuers' principal products or services, and their markets

The Company is currently researching opportunities in data management and data sales utilizing the Company owned database.

## 6) 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.

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 leased office space in Groveland, Florida through March 31, 2018. On February 8, 2015 the Company entered into a lease for office and warehouse space consisting of 3,500 square feet at a rate of \$2,506 per month effective April 1, 2015 which terminated on March 31, 2018. There is presently no lease payment for the Company's current office address, which is supplied to the Company at no cost, on a month to month basis by Anthony Ferlanti.

## 7) Officers, Directors, and Control Persons

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.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or or Control Person	Affiliation with Company (e.g. Officer/Director/ Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
William Fisher	Former Officer & Director	Clermont, FL	6.33	Series C Preferred	33%	Mr. Fisher served as the Company's CEO and Director until his termination on December 7, 2017. Mr. Fisher continued to serve as President of our wholly-owned subsidiary, Accurate Venture, Inc., until June 30, 2020, at which time the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.
Anthony Ferlanti	Officer & Director	Boca Raton, FL	2,000,000	Common Stock	3.40%	Anthony Ferlanti was awarded 6,000,000 shares for services as a Director under a May 4, 2017 Board Resolution, and all shares vested by March 31, 2018. 2,000,000 of his shares were issued on June 5, 2017 and the remaining 4,000,000 shares were issued by our transfer agent on June 9, 2020.
Michael Brodsky	Former Officer & Director	Miami, FL	10,000,000	Common Stock	16.9%	Former Officer and Director, >5% Shareholder was previously appointed to the Company's Board of Directors on January 11, 2011. Mr. Brodsky resigned as Chief Executive Officer. on March 13, 2017. Mr. Brodsky continued his service as a member of our Board of Directors until he resigned as a Director effective on May 1, 2018. Mr. Brodsky previously owned 10,000,000 shares of the Company's common stock, which was issued per the terms of his 2014 Employment Agreement. In his May 1, 2018 resignation letter, Mr. Brodsky indicated his intent to forfeit and return to treasury his 10,000,000 shares, the Company anticipates the transfer agent will process the cancellation of such shares in the third quarter of 2020. Mr. Brodsky is no longer an officer or director of the Company.
Corporate Services Northwest	> 5% Shareholder	Bellevue, WA	6,130,000	Common Stock	10.40%	Beneficial owner and registered agent is Joyce A. Claydon.
MAW Capital Advisors	> 5% Shareholder	Clermont, FL	6.333	Series C Preferred	33%	Beneficial owner Melanie Fisher and registered agent William Fisher. . As of June 30, 2020 the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.
Frank Anthony, LLC	> 5% Shareholder	Delray Beach, FL	6.333	Series C Preferred	33%	Beneficial owner and registered agent Frank Mercantini. As of June 30, 2020 the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.
First Capital Venture	> 5% Shareholder	Wilmington, DE	6.333	Series C Preferred	33%	Beneficial owner Eli Somix and registered agent Hagen & Hagen, P.A. As of June 30, 2020 the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons 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);

None

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;

On June 11, 2015, under Case No. 10-044129(08), the Circuit Court for the Seventeenth Judicial Circuit of Broward County, Florida issued a Consent Order and Judgment that permanently barred Anthony Ferlanti from the foreclosure consulting, debt modification or mortgage relief business and imposed a fine.

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

None.

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.

On July 13, 2009, under Case No. DFR-EU-2009-049, the Maryland Department of Labor, Licensing and Regulation, Commissioner of Financial Regulation issued a Final Order to Cease and Desist against Anthony Ferlanti, which is a permanent bar from engaging in the credit service, loan modification, or foreclosure consultant businesses, in addition to imposing a fine.

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

None.

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Jonathan D. Leinwand  
Firm: Jonathan D. Leinwand, P.A.  
Address 1: 18851 NE 29<sup>th</sup> Ave, Suite 1011  
Address 2: Aventura, FL 33180  
Phone: 954-903-7856  
Email: [jonathan@jdlpa.com](mailto:jonathan@jdlpa.com)

### 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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

## 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).

The certifications shall follow the format below:

I, Anthony Ferlanti certify that:

1. I have reviewed this Annual Disclosure Statement of Golden Grail Technology Corp.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

October 8, 2020

/s/Anthony Ferlanti

### *Principal Financial Officer:*

I, Anthony Ferlanti certify that:

1. I have reviewed this Annual Disclosure Statement of Golden Grail Technology Corp.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

October 8, 2020

/s/Anthony Ferlanti

Financial Statements  
&  
Notes

Period Ending  
December 31, 2018

GOLDEN GRAIL TECHNOLOGY CORP.  
CONDENSED CONSOLIDATED BALANCE SHEET  
(UNAUDITED - Prepared by Management)

	December 31, 2018
Assets	
Current assets:	
Cash	\$ 611
Investment in marketable securities	<u>3,446</u>
Total current assets	<u>4,057</u>
Total assets	<u><u>\$ 4,057</u></u>
Liabilities and deficiency in stockholders' equity	
Current liabilities:	
Accounts payable and accrued expenses	\$ 326,937
Accrued interest	392,119
Accrued interest on notes payable - stockholders	19,807
Accrued preferred dividends	702,859
Loans payable	6,200
Notes and advances payable - stockholders	39,359
Convertible notes payable	<u>1,281,000</u>
Total current liabilities	<u>2,768,281</u>
Total liabilities	<u>2,768,281</u>
Deficiency in stockholders' equity:	
Preferred stock, Undesignated, par value \$.001 per share; 4,999,981 shares authorized, none issued and outstanding	-
Preferred stock, Series A, par value \$.001 per share; 4,000,000 shares authorized, none issued and outstanding	-
Preferred stock, Series B, par value \$.001 per share; 1,000,000 shares authorized, none issued and outstanding	-
Preferred stock, Series C, par value \$.001 per share; 19 shares authorized, 19 shares issued and outstanding	-
Common stock, par value \$.001 per share; 250,000,000 shares authorized, 59,024,100 shares issued and outstanding	59,024
Additional paid-in capital	2,909,031
Accumulated other comprehensive income	-
Accumulated deficit	<u>(5,732,279)</u>
Total deficiency in stockholders' equity	<u>(2,764,224)</u>
Total liabilities and deficiency in stockholders' equity	<u><u>\$ 4,057</u></u>

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

GOLDEN GRAIL TECHNOLOGY CORP.  
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
(UNAUDITED - Prepared by Management)

	Year Ended December 31, 2018
Sales	\$ 91,955
Cost of sales	<u>11,362</u>
Gross profit	80,593
Operating expenses	<u>93,846</u>
Loss from operations	(13,253)
Unrealized gain on marketable securities	(12,038)
Interest expense, net	<u>(118,078)</u>
Loss before income taxes	(143,369)
Provision for income taxes	<u>-</u>
Net loss	<u><u>\$ (143,369)</u></u>
Net loss per basic and diluted share	<u><u>\$ (0.00)</u></u>
Weighted average shares outstanding, basic and diluted	<u><u>59,024,100</u></u>

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

GOLDEN GRAIL TECHNOLOGY CORP.  
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
(UNAUDITED - Prepared by Management)

	Year Ended December 31, 2018
Cash flows from operating activities:	
Net loss	\$ (143,369)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Unrealized loss on securities	12,038
Change in assets and liabilities:	
Accounts receivable	60,436
Other assets	1,253
Accounts payable and accrued expenses	(318)
Accrued interest on notes payable - stockholders	2,178
Accrued interest other	115,900
	115,900
Cash provided by operating activities	48,118
Cash flows from investing activities:	-
Cash flows from financing activities:	
Payments of notes payable	(50,797)
Cash used by financing activities	(50,797)
Net decrease in cash	(2,679)
Cash, beginning of year	3,290
Cash, end of year	\$ 611
Supplemental Schedule of Cash Flow Information:	
Cash paid for interest	\$ -
Cash paid for income taxes	\$ -

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

GOLDEN GRAIL TECHNOLOGY CORP.  
CONDENSED CONSOLIDATED STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2018  
(UNAUDITED - Prepared by Management)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (loss)	Accumulated Deficit	Stockholders' Deficiency
	Shares	Amount	Shares	Amount				
Balance, December 31, 2017	19	\$ -	59,024,100	\$ 59,024	\$ 2,909,031	\$ (4,086)	\$ (5,584,824)	\$ (2,620,855)
Reclassification of unrealized loss on marketable securities upon adoption of ASU 2016-01	-	-	-	-	-	4,086	(4,086)	-
Net loss	-	-	-	-	-	-	(143,369)	(143,369)
Balance, December 31, 2018	<u>19</u>	<u>\$ -</u>	<u>59,024,100</u>	<u>\$ 59,024</u>	<u>\$ 2,909,031</u>	<u>\$ -</u>	<u>\$ (5,732,279)</u>	<u>\$ (2,764,224)</u>

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

**Golden Grail Technology Corp.**  
**Notes to Condensed Consolidated Financial Statements**  
**December 31, 2018**  
**(Unaudited)**

**Note 1 - Nature of Operations and Going Concern**

**Nature of Operations**

Golden Grail Technology Corp. ("Golden Grail" the "Company", "we", "us", "our") was incorporated in the State of Nevada on December 3, 1985 as Intermountain Capital, Inc. The Company has changed names a number of times since its incorporation and became Golden Grail Technology Corp. on November 6, 2014.

On February 2, 2016 the Company completed the acquisition of Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida ("Accurate"). Accurate develops and markets specific diet, skincare, wellness and supplement products and contracts with manufacturers for supply. The customer base consists of the general public, as well as businesses that contract with the Company on a direct basis. Accurate has a large marketing database of customers and offers monthly subscriptions for most of its product line.

On April 6<sup>th</sup> 2017 Accurate Venture Inc transitioned into a fully vertical cannabis company, producing branded Pharmaceutical grade Cannabidiol (Hemp CBD) products for health and wellness in the oncology market. The brand bioRenovate is sold through doctors and hospitals with refills sold through the on-line website. Additionally their consumer GMP products will continue to be sold the general public through its mass-market consumer websites.

On or about March 13, 2018, the Company filed a lawsuit against Defendants William Fisher and Accurate Venture, Inc. in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida (the "Lawsuit") under Case No. 18-005815(12). Subsequently, on or about July 27, 2018, the Company filed an Amended Complaint in the same case, which added as Defendants Melanie Fisher and Leaf Vertical, Inc., a Florida Corporation. The Company and each of the Defendants entered into a Settlement Agreement and General Release of All Claims January 7, 2019 (the "Settlement Agreement.") Under the terms of the Settlement Agreement, William Fisher and Accurate arranged for the payment of \$65,000 to the Company, and for the transfer of certain records, databases and software.

Mr. Fisher continued to serve as President of our wholly-owned subsidiary, Accurate Venture, Inc., until June 30, 2020, at which time the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.

**Terms and Timeframe of Accurate Unwind**

On June 30, 2020 the Company entered into a Settlement Completion Agreement with Accurate Venture, Inc. and William Fisher whereby all parties agreed that the shares of Series C Preferred Stock issued pursuant to the 2016 Merger Agreement were returned to the Company. Also, the Company relinquished any right title or interest in the Accurate Shares the Company had received under the Merger Agreement.

**Basis of Presentation**

The accompanying condensed consolidated financial statements are unaudited. The unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and note disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted, although the Company believes that the disclosures made are adequate to make the information not misleading.

These financial statements as of and for the year ended December 31, 2018 are unaudited; however, in the opinion of management, such statements include all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations and cash flows of the Company for the periods presented.

## **Going Concern**

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company currently has no operating activities. Additionally, the Company has negative cash flows from operations and has a working capital deficit of \$2,764,224 at December 31, 2018. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue existence is dependent upon commencing its planned operations, management's ability to develop and achieve profitable operations and/or upon obtaining additional financing to carry out its planned business. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. The outcome of these matters cannot be predicted at this time.

There can be no assurance that any additional financings will be available to the Company on satisfactory terms and conditions, if at all. In the event we are unable to continue as a going concern, we may elect or be required to seek protection from our creditors by filing a voluntary petition in bankruptcy or may be subject to an involuntary petition in bankruptcy. To date, management has not considered this alternative, nor does management view it as a likely occurrence.

The accompanying unaudited consolidated financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

## **Note 2 - Summary of Significant Accounting Policies**

### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. All material intercompany transactions and balances have been eliminated in consolidation.

### **Use of estimates**

The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States ("GAAP"), which requires management to make estimates and assumptions that affect amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Actual results could differ from these estimates.

### **Cash and cash equivalents**

For purposes of the statement of cash flows, cash and cash equivalents includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid debt instruments with maturities of three months or less when purchased to be cash and cash equivalents. The Company has no cash equivalents.

### **Basic and diluted loss per share**

We utilize ASC 260, "Earnings Per Share" for calculating the basic and diluted loss per share. In accordance with ASC 260, the basic and diluted loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted net loss per share is computed similar to basic loss per share except that the denominator is adjusted for the potential dilution that could occur if stock options, warrants, and other convertible securities were exercised or converted into common stock. Potentially dilutive securities are not included in the calculation of the diluted loss per share if their effect would be anti-dilutive. The Company has 2,130,960,159 common stock equivalents at December 31, 2018. For the year ended December 31, 2018 these potential shares were excluded from the shares used to calculate diluted earnings per share as their inclusion would reduce net loss per share.

### **Fair value of financial instruments**

Our short-term financial instruments, including cash, accounts payable and notes payable, consist primarily of instruments without extended maturities, the fair value of which, based on management's estimates, reasonably approximate their book value.

### **Income taxes**

The Company utilizes ASC 740 "Income Taxes" which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income.

### **Concentrations of Credit Risk**

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and accounts receivable.

The Company places its cash on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation covers \$250,000 for substantially all depository accounts. The Company from time to time may have amounts on deposit in excess of the insured limits. The Company had no uninsured balances at December 31, 2018.

### **Marketable Securities**

The Company adopted ASU 2016-01, "Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities." ASU 2016-01 requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost.

The Company's investment in marketable equity securities is being held for an indefinite period and thus have been classified as available for sale. Cost basis of securities held as of December 31, 2018 was \$719,087 and accumulated unrealized losses were \$715,641 as of December 31, 2018. The value of available for sale marketable securities was \$3,446 as of December 31, 2018 based on 4,622,767 shares of common stock held in three entities with an average per share market price of approximately \$0.0007.

### **Recently Issued Accounting Standards**

Recent accounting pronouncements issued by the FASB and the SEC did not, or are not believed by management to have a material impact on the Company's present or future financial statements.

### **Note 3 – Acquisition**

On February 1, 2016 the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida, and Golden Grail Merger Corp., a Nevada corporation and a wholly-owned subsidiary of the Company ("Merger Sub").

On February 2, 2016, the Closing for the Merger Agreement was held and pursuant to which, Accurate merged with and into Merger Sub, with Merger Sub continuing as the surviving entity that succeeded to all of the assets, liabilities and operations of Accurate and Accurate effectively became our wholly-owned operating subsidiary (the "Merger").

At the effective time of the Merger, all of the outstanding shares of Accurate automatically converted into the right to receive all 19 shares of the Company's newly created Series C Preferred Stock as consideration for the Merger. Since each share of Series C Preferred Stock converts into 1% of the total outstanding, the new shareholders who received Series C Preferred Shares under the terms of the Merger agreement now effectively control approximately 19% of the Company's voting power. The consideration issued has been valued at \$242,332.

The Merger Agreement contained customary terms and conditions for agreements of this type, including completion of due diligence by the parties and approval of the Merger by Accurate shareholders, as well as an Escrow Agreement. Under the terms of the Escrow Agreement, Accurate is required to complete a PCAOB audit of the prior two (2) fiscal years ending on December 31, 2015 and December 31, 2014, as well as demonstrate certain increases in revenue following receipt of certain financing from the Company. The audits were completed in 2017.

The Merger became effective upon the filing of the Articles of Merger Secretary of State for the State of Nevada, which occurred on February 2, 2016.

On or about March 13, 2018, the Company filed a lawsuit against Defendant's William Fisher and Accurate Venture, Inc. in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida (the "Lawsuit") under Case No. 18-005815(12). Subsequently, on or about July 27, 2018, the Company filed an Amended Complaint in the same case, which added as Defendants Melanie Fisher and Leaf Vertical, Inc., a Florida Corporation. The Company and each of the Defendants entered into a Settlement Agreement and General Release of All Claims January 7, 2019 (the "Settlement Agreement.") Under the terms of the Settlement Agreement, William Fisher and Accurate arranged for the payment of \$65,000.00 to the Company, and for the transfer of certain records, databases and software.

Mr. Fisher continued to serve as President of our wholly-owned subsidiary, Accurate Venture, Inc., until June 30, 2020, at which time the Company completed its unwind of the Accurate Merger by returning its ownership of the 100% of the stock of Accurate Venture, Inc. to its original pre-merger stockholders, in exchange for the return to treasury of the 19 shares of Series C Preferred Stock.

#### Terms and Timeframe of Accurate Unwind

On June 30, 2020 the Company entered into a Settlement Completion Agreement with Accurate Venture, Inc. and William Fisher whereby all parties agreed that the shares of Series C Preferred Stock issued pursuant to the 2016 Merger Agreement were returned to the Company. Also, the Company relinquished any right title or interest in the Accurate Shares the Company had received under the Merger Agreement.

#### **Note 4 - Stockholders' Equity**

##### **Preferred stock:**

The Company is authorized to issue 10,000,000 shares of its preferred stock, with par value of \$0.001 per share. The Company has designated 4,000,000 shares of preferred stock as Series A, 1,000,000 shares of preferred stock as Series B and 19 shares of preferred stock as Series C. There are 4,999,981 shares of preferred stock that remain undesignated.

##### Series A Preferred Stock

The Company has designated 4,000,000 shares of preferred stock as Series A preferred stock. There are no shares of Series A preferred stock issued and outstanding. The Series A preferred shares have a liquidation value of \$1.00 per share. They have the right to receive a quarterly dividend equal to 40% of the quarterly net income of the Company, but not less than \$0.0015 per share. The dividend is to be paid in cash or common shares on the Company, at the option of the holder. The shares are convertible in at least 1,000 shares increments, each increment representing 10,000 shares of common stock. On the fifth anniversary of issuance, all unconverted shares of Series A preferred stock will automatically convert into common shares.

##### Series B Preferred Stock

The Company has designated 1,000,000 shares of preferred stock as Series B preferred stock. There are no shares of Series B preferred stock issued and outstanding at December 31, 2018. The Series B shares were issued in 2009. The Series B preferred shares have a liquidation value of \$4.00 per share. They have the right to receive a quarterly dividend equal to \$0.03 per share. The dividend is to be paid in cash or common shares on the Company, at the option of the holder. The shares are convertible

in at least 1,000 shares increments, each increment representing 4,000 shares of common stock. On the fifth anniversary of issuance, all unconverted shares of Series B preferred stock were to automatically convert into common shares.

On September 19, 2014 the holders of the Series B preferred stock acknowledged that the preferred shares were not automatically converted into common stock on the fifth anniversary of issue and have waived the requirement for such automatic conversion. The designations of the Series A and Series B preferred stock have been amended to remove the automatic conversion features and to remove the option for the holder to receive payment of dividends in common stock.

On June 6, 2016 the holder of the Series B preferred stock converted all 425,000 outstanding shares into 1,700,000 shares of common stock.

#### Series C Preferred Stock

The Company has designated 19 shares of preferred stock as Series C preferred stock. There are 19 shares of Series C preferred stock issued and outstanding at December 31, 2018. The Series C preferred shares have liquidation rights upon dissolution. Each share is convertible into such number of shares of the Company's common stock that shall equal 1% of the total issued and outstanding shares of common stock on the date of conversion. The holders of the Series C preferred stock shall vote together as a single class with the holders of any other class or series of shares entitled to vote with the common stockholders. The holders of all 19 shares of the Series C preferred stock are together entitled to a total of 19% of the total votes regardless of the actual number of shares of common stock then outstanding, with the remaining 81% of the total votes allocated among the holders of all other classes of common and preferred stock.

As of June 30, 2020, the former Accurate shareholders which held the 19 issued and outstanding shares of Series C preferred stock agreed to return such Series C shares to treasury in exchange for the return of 100% of the stock in Accurate.

#### Common stock:

The Company is authorized to issue 250,000,000 shares of its common stock, with par value of \$0.001 per share. As of December 31, 2018 there were 59,024,100 shares of common stock issued and outstanding.

#### **Note 5–Notes Payable**

##### September 2014 Note

On September 16, 2014, the Company entered into a Securities Purchase Agreement with IBC Equity Holdings, Inc. (“IBC Equity”) providing for the sale by the Company to IBC Equity of an 8% convertible debenture in the principal amount of \$150,000. The debenture matured on September 16, 2017 and bears an interest rate of 8% per annum, payable annually. IBC Equity may convert the outstanding principal and accrued interest on the debenture into shares of the Company's common stock at a conversion price per share equal to 40% of lowest closing bid price of the common stock during the twenty (20) trading days immediately preceding the date of conversion as quoted by Bloomberg, LP.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

##### November 2014 Note

On November 4, 2014, the Company entered into a Securities Purchase Agreement with IBC Capital Group, Inc. (“IBC Capital”) providing for the sale by the Company to IBC Capital of an 8% convertible debenture in the principal amount of \$200,000. The debenture matured on November 4, 2017 and bears an interest rate of 8% per annum, payable on the Maturity Date. IBC may convert, after six months, the outstanding principal and accrued interest on the debenture into shares of the Company's common stock, par value \$0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company's stock during the previous 20 trading days.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price

of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

#### May 14, 2015 Note

On May 14, 2015, the Company entered into a Securities Purchase Agreement with IBC Funds, LLC providing for the sale by the Company to IBC of a 10% convertible debenture in the principal amount of \$145,000. The debenture was scheduled to mature on April 7, 2016 and bears an interest rate of 10% per annum, payable annually. IBC may convert, after six months, the outstanding principal and accrued interest on the debenture into shares of the Company's common stock, par value \$0.001 per share ("Common Stock") at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company's stock during the previous 20 trading days.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

On April 6, 2016 the May 14, 2015 Note was amended to extend the maturity date to December 31, 2016.

#### May 21, 2015 Note

On May 21, 2015, the Company entered into a Securities Purchase Agreement with IBC Funds, LLC providing for the sale by the Company to IBC of a 10% convertible debenture in the principal amount of up to \$100,000. The debenture was scheduled to mature on May 21, 2016 and bears an interest rate of 10% per annum, payable annually. IBC may convert, after six months, the outstanding principal and accrued interest on the debenture into shares of the Company's common stock, par value \$0.001 per share ("Common Stock") at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company's stock during the previous 20 trading days. We have received \$100,000 pursuant to this note.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

On August 11, 2016 the May 21, 2015 Note was amended to extend the maturity date to November 11, 2016. On November 11, 2016 the maturity date was extended to May 11, 2017.

#### November 2015 Note

On November 16, 2015, the Company entered into a Securities Purchase Agreement with Rockwell Capital Partners, Inc. ("Rockwell") providing for the sale by the Company to Rockwell of a 10% convertible debenture in the principal amount of up to \$500,000. The debenture matured on November 16, 2017 and bears an interest rate of 10% per annum, payable annually. Rockwell may convert the outstanding principal and accrued interest on the debenture into shares of the Company's common stock, par value \$0.001 per share ("Common Stock") at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company's stock during the previous 20 trading days. We have received \$500,000 pursuant to this note.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

#### October 2016 Note

On October 14, 2016, the Company entered into a Securities Purchase Agreement with Rockwell Capital Partners, Inc. ("Rockwell") providing for the sale by the Company to Rockwell of a 10% convertible debenture in the principal amount of up to \$50,000. The debenture matured on October 14, 2018 and bears an interest rate of 10% per annum, payable annually.

Rockwell may convert the outstanding principal and accrued interest on the debenture into shares of the Company's common stock, par value \$0.001 per share ("Common Stock") at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company's stock during the previous 20 trading days. We have received \$50,000 pursuant to this note.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

#### March 7, 2017 Note

On March 7, 2017, the Company entered into a Securities Purchase Agreement with Rockwell Capital Partners, Inc. ("Rockwell") providing for the sale by the Company to Rockwell of a 10% convertible debenture in the principal amount of up to \$250,000. The debenture matured on March 7, 2019 and bears an interest rate of 10% per annum, payable annually. Rockwell may convert the outstanding principal and accrued interest on the debenture into shares of the Company's common stock, par value \$0.001 per share ("Common Stock") at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company's stock during the previous 20 trading days. We have received \$6,000 pursuant to this note at September 30, 2017.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

#### March 7, 2017 Note

On March 7, 2017 the Company entered into a \$130,000 Promissory Note with Rockwell Capital Partners, Inc. ("Rockwell"). This Note carries an original issue discount of \$20,000. In addition, Borrower agreed to pay \$10,000 to Lender to cover Lender's legal fees, accounting costs, due diligence, monitoring and other transaction costs incurred in connection with the purchase and sale of this Note. The Note matured on June 7, 2017 and bears an interest rate of 6% per annum.

#### **Note 6 - Income Taxes**

The Company utilizes ASC 740 "Income Taxes", which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

Since the Company has incurred annual losses since inception, there has been no income tax expense or liability. The Company has provided a 100% valuation allowance for any deferred tax benefits resulting from net operating loss carryovers due to our limited operating history. In addressing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible.

The Company has not filed any of its tax returns through December 31, 2018.

The provisions of ASC 740 require companies to recognize in their financial statements the impact of a tax position if that position is more likely than not to be sustained upon audit, based upon the technical merits of the position. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure.

Management does not believe that the Company has any material uncertain tax positions requiring recognition or measurement in accordance with the provisions of ASC 740. Accordingly, the adoption of these provisions of ASC 740 did not have a material effect on the Company's financial statements. The Company's policy is to record interest and penalties on uncertain

tax positions, if any, as income tax expense.

All tax years for the Company remain subject to future examinations by the applicable taxing authorities.

#### **Note 7—Loans payable – related parties**

The company has notes and advances payable to a stockholder in the aggregate amount of \$39,359 at December 31, 2018. The loans were made for working capital purposes. The company has received and repaid advances on a revolving basis. The notes bear interest at 5% compounded monthly. Interest expense for the year ended December 31, 2018 was \$2,178. Accrued interest payable at December 30, 2018 is \$19,807. During 2018 we received \$18,385 of advances and repaid \$69,182 of advances.

#### **Note 8 – Subsequent Events**

On June 19, 2020 the Company issued 250,000 shares of common stock to a former employee of its subsidiary pursuant to a June 5, 2017 Employment Agreement. The shares had been valued at \$2,675 which is included in accrued expense at December 31, 2018.

On June 9, 2020, the Company issued 4,000,000 shares of common to its Director and Chief Executive Officer pursuant to a May 4, 2017 Board Agreement. The shares had been valued at \$23,900 which is included in accrued expense at December 31, 2018.

On June 30, 2020 the Company entered into a Settlement Completion Agreement with Accurate Venture, Inc. and William Fisher whereby all parties agreed that the shares of Series C Preferred Stock issued pursuant to the 2016 Merger Agreement were returned to the Company. Also, the Company relinquished any right title or interest in the Accurate Shares the Company had received under the Merger Agreement. The original Settlement Agreement was entered into on January 30, 2019 and the related lawsuit was dismissed on October 23, 2019.

On July 23, 2020, the Company entered into a Securities Purchase Agreement with Rockwell Capital Partners, Inc. (“Rockwell”) providing for the sale by the Company to Rockwell of a 10% convertible debenture in the principal amount of up to \$50,000. The debenture matures on July 23, 2021 and bears an interest rate of 10% per annum, payable annually. Rockwell may convert the outstanding principal and accrued interest on the debenture into shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company’s stock during the previous 20 trading days. We have received \$38,000 pursuant to this note as of August 14, 2020.

On August 1, 2020, the Company entered into an Employment Agreement with Anthony Ferlanti with a monthly salary of \$4,000 payable in either cash or shares of common stock. The Agreement is on a month to month basis with 30 days notice by either party.

On August 1, 2020, the Company entered into a Board of Directors Agreement with Anthony Ferlanti with compensation of three million shares which shall vest in increments quarterly between Sept 20, 202 and June 30, 2021. The shares are to be issued on a post-split basis. Should Ferlanti cease to be a member of the Board at any time during the vesting period for any reason then any unvested shares shall be forfeited. The Agreement has a term of one year.

On August 28, 2020, the shareholders approved a reverse split of the shares of common stock issued and outstanding at a ratio of 100 to 1.