# **OT**C Markets

# Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines ("Guidelines").<sup>1</sup> These Guidelines set forth the disclosure obligations that make up the "Alternative Reporting Standard" for Pink companies. These Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator, although OTC Markets Group as a matter of policy welcomes comments from these and other regulators. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information, Limited Information or No Information.<sup>2</sup> The information provided by companies under these Guidelines is subject to our <u>Privacy</u> Policy.

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

### **Qualifications for the Pink Current Information Tier**

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

#### Initial Qualification:

- 1. Subscribe to the OTC Disclosure & News Service by submitting an OTCIQ Order Form.
- 2. Create the following documents, save them in PDF format and upload them via <u>www.OTCIQ.com</u> (note financial statements may be included within a disclosure statement or included by reference):
  - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the company's latest fiscal year end and each subsequent quarter for which reports are due. Disclosure statements should include all information in accordance with these Pink Basic Disclosure Guidelines (see the fillable form staring on Page 4).
  - *Financial Statements:* Annual and quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements) for the previous two completed fiscal years and each subsequent quarter. If the annual financial statements are audited, please attach the audit letter from the audit firm. Financial statements may be included within the disclosure statement for corresponding periods or posted separately and incorporated in the disclosure statement by reference.
- 3. If financial statements are not audited by a PCAOB registered firm:
  - Attorney Letter Agreement: Submit a signed Attorney Letter Agreement (first two pages of the <u>Attorney Letter</u> <u>Guidelines</u>) to OTC Markets Group via email to <u>issuers@otcmarkets.com</u> or fax (212-652-5920).
  - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, submit an Attorney Letter in accordance with the <u>Attorney Letter Guidelines</u> through OTCIQ.
- 4. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.

### Ongoing Qualification for the Pink Current Information Tier:

<sup>&</sup>lt;sup>1</sup> This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

<sup>&</sup>lt;sup>2</sup> OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- 1. For each Fiscal Quarter End, file a Quarterly Report through OTCIQ within 45 days of the quarter end. (A separate Quarterly Report is not required for the 4<sup>th</sup> quarter.) The Quarterly Report should include:
  - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
  - *Financial Statements:* Quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
- 2. For each Fiscal Year End, file an Annual Report through OTCIQ within **90 days** of the fiscal year end. The Annual Report should include:
  - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
  - *Financial Statements:* Annual financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
  - Attorney Letter: If the annual financial statements are not audited by a PCAOB registered firm, submit an Attorney Letter in accordance with the <u>Attorney Letter Guidelines</u> through OTCIQ within **120 days** of the fiscal year end.

### **Qualifications for the Pink Limited Information Tier**

Companies that make the information described below publicly available within the prior 6 months may qualify for the Limited Information Tier.

- 1. Subscribe to the OTC Disclosure & News Service by submitting an OTCIQ Order Form.
- 2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and file through OTCIQ. The Quarterly Report or Annual Report must include:
  - *Financial Statements:* A balance sheet and income statement for a period within the previous 6 months. The financial statements must be prepared in accordance with US GAAP or IFRS but are not required to be audited.<sup>3</sup>
  - **Outstanding Shares:** The current number of outstanding shares from a period no later than the financial statements above.
    - A company in the Pink Limited Information tier may, but is not required to, include information in accordance with these Pink Basic Disclosure Guidelines using the fillable form beginning on page 4.

### Current Reporting of Material Corporate Events

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.<sup>4</sup>

<sup>&</sup>lt;sup>3</sup> Please note that Cash Flow Statements are not required to qualify for the Pink Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's financials tab on <u>www.otcmarkets.com</u>.

<sup>&</sup>lt;sup>4</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on www.otcmarkets.com.

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an offbalance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Other events the issuer considers to be of importance

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

Sun Kissed Industries, Inc. A Wyoming Corporation 2885 Sanford Ave SW #41437, Grandville. MI 49418.

> (616) 552 9653 www.sunkissedindustries.com info@sunkissedindustries.com

#### CUSIP: 86678L103

#### <u>Quarterly</u> Report For the Period Ending: <u>03/31/2020</u> (the "Reporting Period")

As of <u>3/31/2020</u>, the number of shares outstanding of our Common Stock was: 795,525,173

As of <u>12/31/19</u>, the number of shares outstanding of our Common Stock was: 545,025,173

As of our last fiscal year ending December 31, 2018, the number of shares outstanding of our common stock was: 5,144,646,638.

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:  $\boxtimes$  (Double-click and select "Default Value" to check)

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>5</sup> of the company has occurred over this reporting period:

Yes: 🗌 🛛 No: 🖂

1) Name of the issuer and its predecessors (if any) Sun Kissed Industries, Inc. fka DNA Dynamics, Inc., fka Mindwalk, Inc.

(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.

<sup>&</sup>lt;sup>5</sup> "Change in Control" shall mean any events resulting in:

<sup>(</sup>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;

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

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):

#### Delaware, 07/01/1981

Redomiciled to Wyoming Nov 2018, in good standing.

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

Yes: 🗌	No: 🖂
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#### **Security Information** 2)

Trading symbol: Exact title and class of securities outstanding: CUSIP: Par or stated value:	<u>SKDI</u> <u>COMMON</u> <u>86678L103</u> <u>0.0001</u>					
Total shares authorized: Total shares outstanding: Number of shares in the Public Float <sup>6</sup> : Total number of shareholders of record: <i>Additional class of securities (if any):</i>	1,200,000,000 as of date: <u>03/31/20</u> 795,525,173 as of date: <u>03/31/20</u> 95,525,173 as of date: <u>03/31/20</u> 60 as of date: <u>03/31/20</u>					
Trading symbol: Exact title and class of securities outstanding: CUSIP: Par or stated value: Total shares authorized: Total shares outstanding:	NONE           Preferred Series A           NONE           0.0001           10,000,000         as of date: 03/31/20           10,000,000         as of date: 03/31/20					
Transfer Agent						
Name: <u>Action Stock Transfer</u> Phone: <u>(801) 274-1088</u> Email:						
Is the Transfer Agent registered under the Exchange Act? <sup>7</sup> Yes: $\square$ No: $\square$						

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:

On 5/15/19, the State of Wyoming approved the Company's reorganization along the following lines: Change of name to 'Sun Kissed Industries, Inc.' Reverse stock split with a ratio of 8000:1

<sup>&</sup>lt;sup>6</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.

<sup>&</sup>lt;sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

FINRA approved the amendment (and Symbol change to SKDI from DNAD) effective 6/3/19.

On January 30, 2020 the Company decreased its number of authorized shares to 1,200,000,000.

#### 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:

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Number of Shares outstanding as of	<u>Openin</u> Common:	<u>g Balance:</u> 8,274,272,122	*Right-click the rows below and select "Insert" to add rows as needed.						
- 03/31/19		: 10,000,000		rtight of					
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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
25 October 2018	New Issuance	159,488,045	Common	0.000348	Yes	Fidelis Capital - Anthony Lozito	Debt Conversion	Unrestricted	Exemption from registration under rule 144
12 November 2018	New Issuance	176,913,793	Common	0.000348	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
05 December 2018	New Issuance	166,264,137	Common	0.000232	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
05 December 2018	New Issuance	90,517,241	Common	0.000232	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144

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20 December 2018	New Issuance	244,516,494	Common	0.000168	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
15th January 2019	New Issuance	6,428,333	Common		Yes	Cirrus Group LLC - Arthur Hood	Debt Conversion	Unrestricted	Exemption from registration under rule 144
15 January 2019	New Issuance	431,034,482	Common	0.000116	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
29 January 2019	New Issuance	429,577,068	Common	0.000116	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
14 February 2019	New Issuance	500,000,000	Common	0.000116	Yes	Fidelis Capital - Anthony Lozito	Debt Conversion	Unrestricted	Exemption from registration under rule 144
11th February 2019	New Issuance	500,000,000	Common	0.000116	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
01 March 2019	New Issuance	55,689,051	Common	0.000116	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
13 March 2019	New Issuance	603,448,275	Common	0.000058	Yes	Fidelis Capital - Anthony Lozito	Debt Conversion	Unrestricted	Exemption from registration under rule 144
20 March 2019	New Issuance	603,448,275	Common	0.000058	Yes	Essex Global - Ben Conde	Debt Conversion	Unrestricted	Exemption from registration under rule 144
16 June 2019	New Issuance	350,000,000	Common	0.0001	Yes	Carl Grant, CEO	Remuneration	Restricted	None
July 18, 2019	Cancelled	74,667	Common	NA	NA	Essex Global - Ben Conde	NA	NA	NA
July 2, 2019	New Issuance	285,453	Common	0.03503	Yes	Essex Global - Ben Conde	Note Convesion	Unrestricted	Exemption from registration under rule 144
October 29, 2019	New Issuance	20,000,000	Common	0.005	Yes	GPL Ventures LLC – Alex Dillon	Reg A	Free trading	Exempt
November 4, 2019	New Issuance	1,780,000	Common	0.005	Yes	Elliott Polatoff	Reg A	Free trading	Exempt
November 20 2019	New Issuance	150,000,000	Common	0.0001	No	Carl Grant	Compensation	Restricted	Restricted
November 21, 2019	New Issuance	22,000,000	Common	0.005	Yes	GPL Ventures LLC – Alex Dillon	Reg A	Free trading	Exempt
January 29, 2020	New Issuance	6,000,000	Common	0.005	Yes	Citta Alta Capital Inc – Craig Coaches	REG A	Free trading	Exempt

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February 4, 2020	New Issuance	200,000,000	Common	0.005	Yes	llan Freeman	Acquisition	Restricted	Restricted
February 4, 2020	New Issuance	5,000,000	Common	0.005	Yes	Citta Alta Capital, Inc – Craig Coaches	REG A	Free Trading	Exempt
February 4, 2020	New Issuance	11,000,000	Common	0.005	Yes	Tiger Trout Capital - Alan Masley	REG A	Free Trading	Exempt
February 14, 2020	New Issuance	9,000,000	Common	0.005	Yes	Citta Alta Capital, Inc – Craig Coaches	REG A	Free Trading	Exempt
February 24, 2020	New Issuance	5,000,000	Common	0.005	Yes	Citta Alta Capital, Inc – Craig Coaches	REG A	Free Trading	Exempt
March 9, 2020	New Issuance	6,250,000	Common	0.004	Yes	Citta Alta Capital, Inc – Craig Coaches	REG A	Free Trading	Exempt
March 17, 2020	New Issuance	8,250,000	Common	0.004	Yes	Citta Alta Capital, Inc – Craig Coaches	REG A	Free Trading	Exempt
Shares Outstanding on	Ending	Balance:							
<u>03/31/2020</u>	Common:	795,525,173							
	Preferred:	10,000,000							

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

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

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or 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 d	ebt arrangements:
	ne outetaining profilitooory,		

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	Reason for Issuance (e.g. Loan, Services, etc.)
11/05/18	\$45,000	\$45,000	\$6,244	11/05/19	50% of lowest trading price for 25 prior trading days	Fidelis Capital – Anthony Lozito	Loan

09/16/19	\$35,000	\$35,000	\$512	09/16/2020	10% interest (compound) 50% discount 25 day lowest trading price. Convertible six months after issuance.	Essex Global – Ben Conde	Loan
2/6/19	\$17,473	\$77,702	\$9,934	NA	NA	Fidelis Capital – Anthony Lozito	Loan
Various	\$16,694	\$16,694	NA	NA	NA	Carl Grant	Loans
Various	\$25,000	\$288,859	\$288,859	NA	NA	Essex Global – Ben Conde	Interest on prior loans. Fully settled for \$50,000. \$25,000 outstanding.

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:

$\boxtimes$	U.S.	GAAP
	IFRS	5

B. The financial statements for this reporting period were prepared by (name of individual)<sup>8</sup>:

Name:	<b>Richard Edelson</b>
Title:	Accountant
Relationship to Issuer:	Company's Accountant

Provide the financial statements described below 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.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. 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").

<sup>&</sup>lt;sup>8</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.

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 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")
  - i. In July 2017, Carl Grant was appointed CEO of the Company.
  - ii. On March 13, 2018, the Company, through its UK Subsidiary, DNA Interactive Games Limited, sold its BitCoin ATM Patent ("Patent") for \$312,500 to Bitcoin ATM Patent, LLC, an investment group formed to acquire this foundational patent. Pursuant to the terms of the patent assignment, an initial deposit of \$150,000 was due at signing, and the remaining \$162,500 due on June 15, 2018. During the quarter ended March 31, 2018, the Company received \$37,500 as payment on the agreement, and an additional \$125,000 was received by the Company subsequent to March 31, 2018. Acquired in January 2018, the Patent covered Bitcoin transactions via ATM. The agreement lapsed and Larry Jonas and his partner defaulted on their payments. Subsequently, DNA Interactive Games Limited let the license agreement lapse with the original patent owner.
  - iii. In October 2018 Match Skillz game took a hiatus from development.
  - iv. In November 2018, DNAD retained the services of Security Counsel, William Eillers, who is a 'Reg A' specialist with a view to a raise capital to sufficiently capitalize the business through 2019.
  - v. The 'Reg A' was qualified by the SEC on October 11, 2019.
  - vi. In January 2020, Sun Kissed Industries acquires Products Group Inc., DBA Hakuna Supply.
- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

# DNA Interative Games Limited is a wholly owned subsidiary of Sun Kissed Insdustried, Inc and is governed under the laws of England.

Products Supply Group, Inc. DBA as Hakuna Supply is a subsidiary of Sun Kissed Industries. Based out of Thousand Oaks, CA, they operate out of a 3500 square foot warehouse, office and retails space selling CBD infused teas, coffees and other ancillary products.

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

Sun Kissed Industries, Inc. through is subsidiary Hakuna Supply sells CBD infused teas, coffees and other ancillary products online, at their regular 'pop up' retail spaces at festivals and exhibition and through their distribution and wholesale direct to the public partners.

### 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.

Sun Kissed Industries, through its subsidiary Hakuna Supply, operates out of a 3500 sq. foot warehouse, office and retails space that is leased from a non-affiliate, third party realtor.

### 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 regarding any person or entity owning 5% of more of the issuer, 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 <sup>(1)</sup>	Shares of Common Stock Beneficially Owned	Percent of Class	Shares of Series A Preferred Stock Beneficially Owned <sup>(2)</sup>	Percent of Class
Carl Grant	500,000,000	62.85%	10,000,000	100.00%
Illan Freeman	200,000,000	25.14%	-0-	-0-

#### 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);

#### <u>None</u>

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;

#### <u>None</u>

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

#### <u>None</u>

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.

None

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

#### 9) Third Party Providers

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

Securities Counsel

Name: <u>William Eillers</u> Firm:<u>. Eillers Law Group</u> Address 1: <u>1000 Fifth Street</u> Address 2: <u>Suite 200-P2, Miami Beach. FL. 33139</u> Phone: <u>784 2273 9152</u> Email: \_\_\_\_\_\_

Accountant or Auditor Name: <u>Richard Edelson</u> Firm: <u>Get OTC Current</u> Address 1: <u>10 Lawrence Road</u> Address 2: <u>Kings Park, NY 11754</u> Phone: <u>631-672-7181</u> Email: <u>rich@getotccurrent.com</u>

Investor Relations Consultant

Name:NoneFirm:NoneAddress 1:NoneAddress 2:NonePhone:NoneEmail:None

#### Other Service Providers

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

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

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

#### 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, <u>CARL GRANT</u> certify that:

#### 1. I have reviewed this **QUARTERLY DISCLOSURE STATEMENT** of **SUN KISSED INDUSTRIES**, 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.

#### 5/15/2020 [Date]

<u>/s/ Carl Grant</u> [CEO's Signature]

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

#### Principal Financial Officer:

#### I, <u>CARL GRANT</u> certify that:

#### 1. I have reviewed this QUARTERLY DISCLOSURE STATEMENT of SUN KISSED INDUSTRIES, 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.

#### 5/15/2020 [Date]

#### /s/ Carl Grant [CFO's Signature]

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

#### (formerly DNA Dynamics, Inc.) CONSOLIDATED BALANCE SHEETS (Unaudited)

#### ASSETS

	March 31, 2019	December 31, 2019	
CURRENT ASSETS			
Cash and cash equivalents Accounts Receivable Inventory Prepaid asset	\$ 40,841 25,551 163,220 -	\$ 	
Total Current Assets	229,612	25,000	
OTHER ASSETS			
Fixed assets Security deposits Intangible assets, net Goodwill Total Other Assets TOTAL ASSETS	23,933 12,909 37,979 1,510,151 1,584,972 \$ 1,814,584	- 70,939 64,629 135,568 \$ 160,568	
LIABILITIES AND STOCKHOLDERS' EQUITY (DEF			
	<u>1011)</u>		
Accounts payable Accrued expenses Payroll taxes payable Sales taxes payable Revolving credit payable Loans payable - related party Notes payable	<ul> <li>\$ 158,699</li> <li>198,000</li> <li>25,001</li> <li>1,920</li> <li>26,273</li> <li>177,764</li> <li>726,559</li> </ul>	\$ 149,316 198,098 - - - - 264,087	
Total Current Liabilities	1,314,216	611,501	
TOTAL LIABILITIES	1,314,216	611,501	
STOCKHOLDERS' EQUITY (DEFICIT)			
Preferred stock, \$0.0001 par value; 12,000,000 shares authorized Preferred stock designated, Series A, \$0.0001 par value, 10,000,000 and 10,000,000 shares issued and outstanding, respectively Preferred stock designated, Series B, \$0.0001 par value, 1,000,000 and 1,000,000 shares issued and outstanding, respectively	1,000 100	1,000 100	
Common stock, \$0.0001 par value; 1,200,000,000 shares authorized, 795,525,173 and 545,025,173 shares issued and outstanding, respectively Additional paid-in capital Accumulated deficit	79,560 2,286,658 (1,866,950)	54,510 1,073,708 (1,580,251)	
Total Stockholders' Equity (Deficit)	500,368	(450,933)	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 1,814,584	\$ 160,568	

#### (formerly DNA Dynamics, Inc.) CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	For the three months ended March 31, 2020	For the year ended December 31, 2019	
NET REVENUES	\$ 87,284	\$-	
Cost of Goods Sold	37,350	-	
GROSS PROFIT	49,934		
OPERATING EXPENSES			
Professional and consulting fees	23,987	256,036	
General and administrative	272,441	288,242	
Total Operating Expenses	296,428	544,278	
LOSS FROM OPERATIONS	(246,494)	(544,278)	
OTHER INCOME (EXPENSES)			
Gain on settlement of debt Sale of patent		705,262	
Other income	406		
Amortization expense Interest expense	(32,961) (7,648)	(156,673) (316,995)	
	(1,040)	(010,000)	
Total Other Income (Expenses)	(40,203)	231,594	
NET LOSS BEFORE INCOME TAXES	(286,697)	(312,684)	
PROVISION FOR INCOME TAXES	<u> </u>		
NET LOSS	\$ (286,697)	\$ (312,684)	

#### (formerly DNA Dynamics, Inc.) (formerly DNA Dynamics, Inc.) CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited)

	Seri Preferre		Serie Preferre		Commor	Stock	Additional Paid-In	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Equity (Deficit)
Balance, January 1, 2018	10,000,000	\$ 1,000	1,000,000	\$   100	1,149,533	\$ 115	\$ 219,123	\$ (836,575)	\$ (616,237)
Common stock returned to treasury	-	-	-	-	(625,000)	(63)	63	-	-
Conversion of notes payable and accrued interest				-	118,548	12	345,873	-	345,885
Net loss for the year ended December 31, 2017	<u> </u>			<u> </u>	<u> </u>	<u> </u>	<u> </u>	(430,995)	(430,995)
Balance, December 31, 2018	10,000,000	\$ 1,000	1,000,000	\$ 100	643,081	\$ 64	\$ 565,059	\$ (1,267,570)	\$ (701,347)
Conversion of notes payable and accrued interest		-	-		391,306	39	284,156		284,195
Common stock issued for services					500,000,000	50,000	-		50,000
Common stock issued					43,780,000	\$ 4,378	\$ 214,522		218,900
Conversion of notes payable and accrued interest					285,453	\$ 29	\$ 9,971		10,000
Cancellatioin of common stock					(74,667)				
Net loss for the year ended December 31, 2019				<u> </u>	<u> </u>	<u>-</u>	<u> </u>	(312,684)	(312,684)
Balance, December 31, 2019	10,000,000	\$ 1,000	1,000,000	\$ 100	545,025,173	\$ 54,510	\$ 1,073,708	\$ (1,580,254)	\$ (450,933)
Common stock issued Common stock issued for acquisition Net loss for the three months					50,500,000 200,000,000	5,050 20,000	176,400 1,036,550		181,450 1,056,550
ended March 31, 2020								(286,696)	(286,696)
Balance, March 31, 2020	10,000,000	\$ 1,000	1,000,000	\$ 100	795,525,173	\$ 79,560	\$ 2,286,658	\$ (1,866,950)	\$ 500,368

#### (formerly DNA Dynamics, Inc.) CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	For the three months ended March 31, 2020		months ended For the	
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss Adjustments to reconcile net loss to net cash	\$	(286,697)	\$	(312,684)
used by operating activities: Amortization expense Gain on settlement of debt		32,961 -		156,673 (458,662)
Changes in operating assets and liabilities: Accounts receivable		(2,800)		-
Prepaid expenses Accounts payable Accrued expenses		- (14,475) (13,064)		2,500 (29,962) 131,432
Interest expense Payroll taxes		5,451 6,919		-
Sales taxes Inventory		238 (13,180)		-
Net Cash Provided (Used) by Operating Activities		(284,647)		(510,703)
CASH FLOWS FROM INVESTING ACTIVITIES Investment in subsidiary		(1,675,000)		-
Deposits Stock commitment		25,000 425,000		-
Net cash used by Investing Activities		(1,225,000)		
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments on notes payable Notes payable Common stock isused Preferred stock A issued Preferred stock B issued Additional paid in capital		- 208,544 36,133 - - 1,267,950		(52,171) - 3,063 900 90 559,042
Net Cash Provided by Financing Actitivites		1,512,627		510,924
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		2,980		221
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		37,861		(221)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$	40,841	\$	-
SUPPLEMENTAL CASH FLOW INFORMATION				
Cash Payments For: Interest Income taxes	\$ \$	-	\$ \$	-

#### Note 1 - Organization and Description of Business

DNA Dynamics, Inc. (the "Company") develops and publishes a portfolio of action/adventure and casual games designed to appeal to a broad cross section of the users of smartphones and tablet devices who purchase our games through direct-to-consumer digital storefronts as well as users of feature phones served by wireless carriers and other distributors. We create games based on our own original brands and intellectual property as well as third-party licensed brands. Our original games based on our own intellectual property include Margot's Word Games, Jigsawium, Chess Crusades, and Legacy: Mystery Mansion. We currently have one game being published by a third party, Codermasters, Software Ltd based on their intellectual property, Dizzy: POTY (Prince of the Yolk Folk). Our licensed games include Warheads Medieval Tales and, Naked Gun: ICUP. Our work for hire team recently produced a major iPad Port from an internationally recognized brand.

Effective June 3, 2019, the Company changed its name to Sun Kissed Industries, Inc. and effectuated a 1 share for 8,000 shares reverse stock split which reduced the number of outstanding shares of common stock. See Note 8.

In January 2020, Sun Kissed Industries acquired Products Group Inc., DBA Hakuna Supply. Products Supply Group, Inc. DBA as Hakuna Supply is a subsidiary of Sun Kissed Industries. Based out of Thousand Oaks, CA, they operate out of a 3500 square foot warehouse, office and retails space selling CBD infused teas, coffees and other ancillary products.

#### Note 2 - Significant Accounting Policies

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who are responsible for their integrity and objectivity. The following policies are considered to be significant.

#### Accounting Method

The Company recognizes income and expenses based on the accrual method of accounting. The Company has elected a calendar year-end.

#### Use of Estimates

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

#### Cash and Cash Equivalents

Cash and cash equivalents consist of cash and short-term highly liquid investments purchased with original maturities of three months or less. Cash and cash equivalents at December, 2019 and December 31, 2018 were \$-0- and \$-0-, respectively.

#### **Revenue Recognition**

Product sales were solely derived from the sale of games developed by the Company. The Company recognizes revenue using four basic criteria that must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured, which is typically after receipt of payment and delivery, net of any credit card charge-backs and refunds. Determination of criteria (3)

and (4) are based on management's judgment regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

#### Advertising Costs

Advertising costs, which were not material for the periods presented, are expensed as incurred.

#### Stock Based Compensation

The Company accounts for its stock based compensation using the fair value based method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

#### Income Taxes

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

#### Note 3 - Going Concern

As shown in the accompanying financial statements, the Company has incurred continuous losses from operations, has an accumulated deficit of \$1,866,950, has a negative working capital of \$1,084,604 and has cash on hand of \$40,841 as of March 31, 2020. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is currently seeking additional sources of capital to fund short term operations through debt or equity investments. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful, therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### Note 4 – Prepaid asset

On November 5, 2018, the Company issued a promissory note in the principal amount of \$45,000. The note contained an original issue discount of \$7,500. Attorney fees of \$10,000 were also paid from the proceeds of the note. The remaining \$27,500 was recorded as a prepaid asset as of December 31, 2018. During the six months ended June 30, 2019, \$25,000 was received and attorney fees of \$2,500 were expensed as part of the promissory note, reducing the prepaid asset amount to \$-0- as of September 30, 2019.

#### Note 5 – Intangible Assets

Intangible assets consist of intellectual property on the games and technology developed by the

Company. These are all games that are released for the Android or the Apple platforms. The original values of the intangible assets of \$896,950 are being amortized at a rate of 15% per year. During the quarter ended March 31, 2020, the Company recorded amortization expense of \$32,961.

#### Note 6 - Goodwill

On April 12, 2011, the Company acquired Slam Productions Limited ("Slam"). Slam creates games and apps for mobile devices and handheld consoles using a proprietary Rapid Application Development tool. Slam has created over 15 games across 7 platforms in 3 years including some large TV brands and IP. Upon the acquisition of Slam, the Company recorded goodwill in the amount of \$64,629. The Company analyzes goodwill at each reporting period to determine if an adjustment should be made for impairment.

In January 2020, Sun Kissed Industries acquired Products Group Inc., DBA Hakuna Supply. The Company recorded goodwill in the amount of \$1,445,522. The Company analyzes goodwill at each reporting period to determie if an adjustment should be made for impa

#### Note 7 – Notes Payable

Notes payable consist of the following at December 31, 2019 and December 31, 2018:

	March 31, 2020	December 31, 2018
Issued to David Lovatt, originated June 2011, unsecured \$4,970 convertible promissory note, which carries a 9% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) discount of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date. During the three months ended March 31, 2019, the note was sold to a third party and converted into common stock.	\$	\$ 4,970
Issued to David Lovatt, originated March 9, 2011, unsecured \$4,975 convertible promissory note, which carries a 9% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) discount of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date. During the three months ended March 31, 2019, the note was sold to a third party and converted into common stock.	-	4,975
Issued to David Lovatt, originated August 23, 2011, unsecured \$20,000 convertible promissory note, which carries a 9% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) discount of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date. During the three months ended December 31, 2018, the note was sold to a third party and converted into common stock.	_	-
Issued to David Lovatt, originated October 13, 2011, unsecured \$37,238 convertible promissory note, which carries a 9% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) discount of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date. During the quarter ended March 31, 2018, \$15,000 of the note was sold to a third party and converted into common stock.	_	_
Issued to Steven Mellner, originated November 7, 2011, unsecured \$14,000 promissory note, which carries a 9% interest rate and matured on March 31, 2012. During the three months ended December 31, 2018, the note was sold to a third party and converted into common stock.		

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converted into common stock.

Issued to Louis Wolcowitz, originated November 17, 2011, unsecured \$25,000 promissory note, which carries a 9% interest rate and matured on March 31, 2012. During the three months ended December 31, 2018, the note was sold to a third party and converted into common stock.

Issued to Lawrence Kolodny, originated December 1, 2011, unsecured \$61,000 promissory note, which carries a 9% interest rate and matured on March 31, 2012.

61,000

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61,000

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Issued to David Lovatt, originated April 16, 2012, unsecured \$26,500 convertible promissory note, which carries a 9% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date. During the three months ended March 31, 2019, the note was sold to a third party and converted into common stock.	_	26,500
Issued to Elliott Polatoff, originated January 1, 2015, unsecured \$77,702 convertible promissory note, which carries a 9% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) discount of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date. During the three months ended March 31, 2019, the note was sold to a third party and \$60,229 of the note was converted into common stock.	17,473	77,702
Issued to John D. Thomas, P.C., originated January 1, 2015, unsecured \$219,544 convertible promissory note, which carries a 9% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) discount of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date. Between November 1, 2017 and September 30, 2018, \$62,827 of the note was sold to a third party and converted into common stock. During the nine months ended September 30, 2018, \$84,000 of the note was converted into common stock. During the three months ended March 31, 2019, the remainder of the note was converted into common stock.	-	72,717
Issued to Ilan Freeman for the acquisition of Products Group, Inc. ("PGI") The principal amount of the note is \$150,000, carries an 8% interest rate and is due in two years. The note shall be repaid in 24 equal monthly payments. The note is secured by PGI shares and may be repaid at any time without penalty.	\$150,000	-
Issued to Fidelis Capital, LLC, originated November 5, 2018, unsecured \$45,000 convertible promissory note, which carries a 12% interest rate and is due on demand. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty percent (50%) discount of the lowest closing price of the Company's common stock for the twenty five (25) trading days prior to the conversion date.	45,000	45,000

Issued to Essex Global. Essex Global is entitled, at its option, six (6) months after the Company's receipt of the proceeds of the Note, to convert all or any lesser portion of the Outstanding Principal Amount and accrued but unpaid Interest into Common Stock at a conversion price equal to a price which is a 50% discount to the lowest trading price in the twenty-		
five (25) days prior to the day that the Holder requests conversion,	35,000	-
Note payable to an entity, non-interest bearing, due on demand	2,000	2,000
Notes Payable Less: current maturities of notes payable	310.473 (310,473)	382,264 (382,264)
Long term convertible debenture	<b>р</b> –	<u>р -</u>

The Company recognized interest expense in the amount of \$316,995 and \$132,290 for the years ended December 31, 2019 and 2018, respectively, related to the notes payable above. The increase in interest expense is due to default provisions included in the promissory note agreements.

On November 25, 2019, The Company settled outstanding interest on notes payable to Essex Global. The total amount of interest payable was \$288,859. This amount was settled for \$50,000. The Company made its first payment of \$25,000 on November 25, 2019 with only \$25,000 remaining.

In December 2019, All of the Company's debt to Green Light Developments was forgiven. The amount including interest was \$224,803. This amount was settled in full for no compensation or condsideration.

Note 8 – Changes in Stockholders' Equity (Deficit)

#### Authorized and Outstanding Shares, Common Stock

The Company is authorized to issue 1,200,000,000 shares of \$0.0001 par value common stock. Effective June 3, 2019, the Company effectuated a 1 share for 8,000 shares reverse stock split which reduced the number of outstanding shares of common stock on that date from 8,274,272,122 to 1,034,285. All references to common stock have been adjusted to reflect the reverse stock split. As

of March 31, 2020, the number of shares issued and outstanding were 795,525,173.

As of January 30, 2020 the Company reduced its authorized shares to 1,200,000,000.

#### Authorized and Outstanding Shares, Preferred Stock

The Company is authorized to issue 12,000,000 shares of \$0.0001 par value preferred stock. As of September 30, 2019 and December 31, 2018, 10,000,000 shares of Series A Preferred Stock were issued and outstanding. As of June 30, 2019 and December 31, 2018, 1,000,000 shares of Series B Preferred Stock were issued and outstanding.

<u>Common Stock Issuances for the Three Months Ending December 31, 2019</u> During the three months ended December 31, 2019, the Company issued 43,780,000 shares of common stock pursuant to the Company's Regulation A.

On June 16, 2019, the Company issued 350,000,000 shares of common stock to the President of the

Company for services rendered. The stock was valued at \$35,000 on the date of issuance.

On November 20, 2019, the Company issued 150,000,000 shares of common stock to the President of the Company for services rendered. The stock was valued at \$15,000 on the date of issuance.

Common Stock Issuances for the Year Ended December 31, 2018

During the year ended December 31, 2018, the Company received and returned to treasury, 625,000 shares of common stock that had previously been issued for services rendered to the Company.

During the year ended December 31, 2018, the Company issued 118,548 shares of common stock for the conversion of notes payable and accrued interest in the amount of \$345,885.

#### Note 9 - Assignment Agreement

During the quarter ended March 31, 2018, the Company finalized an Assignment Agreement whereby the Company has assigned its interest in a particular ATM Bitcoin patent to Bitcoin ATM Patent, LLC. The Agreement calls for a total payment of \$312,500, with an initial deposit of \$150,000 and the remaining \$162,500 due on June 15, 2018. During the year ended December 31, 2018, the Company received \$187,500 as payment on the agreement. This amount has been recorded as Other Income on the Statement of Operations for the year ended December 31, 2018. An additional \$125,000 is still due to the Company.