

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

MINERALRITE CORPORATION

539 W COMMERCE STREET #1838, DALLAS TEXAS 75208

702-843-6040
MINERALRITE.CO
INFO@MINERALRITE.CO
SIC CODE 0001096296

Quarterly Report **For the Period Ending: JUNE 30, 2023 (the “Reporting Period”)**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,357,321,532 as of JUNE 30, 2023

4,357,321,532 as of December 31, 2022

Shell Status

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:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

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

¹ “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.

Formerly PSM CORP. changed October, 1996
Formerly Royal Quantum Group Inc. November 23, 2005
Currently MineralRite Corp Date August 31, 2012

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

State / Jurisdiction of Incorporation:
Texas Domiciled from Nevada to Texas September 7, 2021, active.
Date Incorporated: October, 1996

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

None

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

None

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

539 W Commerce Street #1838, Dallas Texas 75208

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

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

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

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

2) Security Information

Transfer Agent

Name: Nevada Agency and Transfer Company.
Phone: (775)322-0626
Email: tiffany@natco.com
Address: 50 West Liberty St, Suite 880, Reno, Nevada, 89501

Publicly Quoted or Traded Securities:

| | |
|--|--|
| Trading symbol: | RITE.PK |
| Exact title and class of securities outstanding: | <u>Common</u> |
| CUSIP: | 60313P100 |
| Par or stated value: | .00001 |
| Total shares authorized: | <u>5,000,000,000</u> as of date: <u>06/30/2023</u> |
| Total shares outstanding: | <u>4,357,321,532</u> as of date: <u>06/30/2023</u> |

Number of shares in the Public Float²: 4,346,783,061 as of date: 06/30/2023
Total number of shareholders of record: 164 as of date: 06/30/2023

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

NONE

Other classes of authorized or outstanding equity securities:

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Series A, Voting
CUSIP: N/A
Par or stated value: .0001
Total shares authorized: 105,000 as of date: 06/30/2023
Total shares outstanding: 105,000 as of date: 06/30/2023
0

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Series B, Voting
CUSIP: N/A
Par or stated value: .0001
Total shares authorized: 13,500 as of date: 06/30/2023
Total shares outstanding: 13,500 as of date: 06/30/2023

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Series C, Voting
CUSIP: N/A
Par or stated value: .0001
Total shares authorized: 100,000 as of date: 06/30/2023
Total shares outstanding: 5,735 as of date: 06/30/2023

Security Description:

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

Common shares hold no preemptive or preferential rights to subscribe for or purchase any shares of the capital stock of the company; do not carry cumulative voting rights; are only entitled to dividends in the event that the Company were to declare such, and in that event, only after all accrued dividends will have been satisfied on Preferred Class A shares; and have voting rights of one (1) vote per share.

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

Preferred Class A shares have a par value of \$0.001; shall be adjusted on a pro-rata basis in the event of stock splits and combinations; shall accrue dividends at the rate of \$0.10 per share per annum; accrued dividends must be satisfied before dividends can be paid on common shares ; carry preferential

² "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.

rights upon liquidation above all other classes and series of shares; and do not have cumulative voting rights but do have weighted voting rights of at the rate of three thousand (3,000) votes per share.

Preferred Class B shares have a par value of \$0.001; shall be adjusted on a pro-rata basis in the event of stock splits and combinations; shall accrued no dividends; carry pro-rata liquidation rights upon liquidation on an "as converted" basis with commons shares; are convertible into common shares at the rate of 1,000 common shares per preferred share; and do not have cumulative voting rights but do have weighted voting rights of at the rate of one thousand (1,000) votes per share.

Preferred Class C shares have a par value of \$0.001; shall be adjusted on a pro-rata basis in the event of stock splits and combinations; shall accrued no dividends; carry pro-rata liquidation rights upon liquidation on an "as converted" basis with commons shares; are convertible into common shares at the rate of 10,000 common shares per preferred share; and do not have cumulative voting rights but do have weighted voting rights of at the rate of ten thousand (10,000) votes per share.

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

Certain stockholders who have been engaged by the company to provide consulting services have been sold rights to purchase Preferred Class C shares and associated contractual rights of conversions at a pari passu price and conversion rate into common shares as the time that the transaction was consummated.

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

NONE

3) Issuance History

A. Changes to the Number of Outstanding Shares

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

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

| Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2021</u> Common: <u>4,357,321,532</u> | | | | | | | | | |
|--|---|--|---------------------|---|--|--|---|---|---------------------------------|
| Preferred: <u>123,500</u> | | | | | | | | | |
| 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>09/16/2022</u> | <u>New Issuance</u> | <u>30</u> | <u>Preferred Series C</u> | \$200 | <u>No</u> | <u>James Burgauer</u> | <u>Private</u> | <u>Restricted</u> | <u>144</u> |
| <u>12/31/2022</u> | <u>New Issuance</u> | <u>45</u> | <u>Preferred Series C</u> | \$200 | <u>No</u> | <u>James Burgauer</u> | <u>Private</u> | <u>Restricted</u> | <u>144</u> |
| <u>01/15/2023</u> | <u>New Issuance</u> | <u>45</u> | <u>Preferred Series C</u> | \$200 | <u>No</u> | <u>James Burgauer</u> | <u>Private</u> | <u>Restricted</u> | <u>144</u> |
| <u>01/15/2023</u> | <u>New Issuance</u> | <u>50</u> | <u>Preferred Series C</u> | \$0.0001 | <u>Yes</u> | <u>TEK Resources LLC (James Bame)</u> | <u>Private</u> | <u>Restricted</u> | <u>144</u> |
| <u>01/15/2023</u> | <u>New Issuance</u> | <u>20</u> | <u>Preferred Series C</u> | <u>\$0.0001</u> | <u>Yes</u> | <u>1527155 Alberta Ltd (Todd Gibson)</u> | <u>Private</u> | <u>Restricted</u> | <u>144</u> |
| <u>01/15/2023</u> | <u>New Issuance</u> | <u>500</u> | <u>Preferred Series C</u> | \$0.0001 | <u>Yes</u> | <u>Sterling Macro Research LLC (Davina Profit)</u> | <u>Private</u> | <u>Restricted</u> | <u>144</u> |
| <u>04/15/2023</u> | <u>New Issuance</u> | <u>45</u> | <u>Preferred Series C</u> | \$200 | <u>No</u> | <u>James Burgauer</u> | <u>Private</u> | <u>Restricted</u> | <u>144</u> |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| <u>Ending Balance:</u> | | | | | | | | | |
| <u>Date 06/30/2023</u> Common: <u>4,357,321,532</u> | | | | | | | | | |
| <u>Preferred: 124,235</u> | | | | | | | | | |

B. Promissory and Convertible Notes

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed) | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|-------------------|---|---|---|
| <u>10/17/2013</u> | <u>21500</u> | <u>21500</u> | <u>N/A</u> | <u>10/17/2014</u> | Converted into Common Stock equal to 40% of the <u>lowest trading price</u> of the Common Stock last 10 days prior to conversion notice | <u>GEL Properties-ARI GOLDSTEIN</u> | <u>Note Payable</u> |
| <u>10/18/2018</u> | <u>32500</u> | <u>32500</u> | <u>N/A</u> | <u>10/18/2019</u> | Converted into Common Stock equal to 60% of the <u>lowest trading price</u> of the Common Stock last 10 days prior to conversion notice | <u>Sterling Macro Research LLC-Davina Profit</u> | <u>Note Payable</u> |
| <u>10/18/2018</u> | <u>31346</u> | <u>31346</u> | <u>N/A</u> | <u>10/18/2019</u> | Converted into Common Stock equal to 60% of the <u>lowest trading price</u> of the Common Stock last 10 days prior to conversion notice | <u>Sterling Macro Research LLC-Davina Profit</u> | <u>Note Payable</u> |
| <u>03/01/2021</u> | <u>30000</u> | <u>30000</u> | <u>N/A</u> | <u>03/01/2022</u> | Converted into common stock at fixed price ("Conversion Price") of \$0.0001 per share of Common | <u>Eagle Equity-Yakov Borenstein</u> | <u>Note Payable</u> |

| | | | | | Stock | | |
|-------------------|--------------|--------------|------------|-------------------|---|--|---------------------|
| <u>03/16/2021</u> | <u>50000</u> | <u>50000</u> | <u>N/A</u> | <u>03/16/2022</u> | Converted into Common Stock equal to 50% of the <u>lowest</u> last 10 days prior to conversion notice | <u>James L Pettigrew</u> | <u>Note Payable</u> |
| <u>03/26/2021</u> | <u>10000</u> | <u>10000</u> | <u>N/A</u> | <u>03/26/2022</u> | Converted into Common Stock equal to 50% of the <u>lowest</u> last 10 days prior to conversion notice | <u>James L Pettigrew</u> | <u>Note Payable</u> |
| <u>05/28/2021</u> | <u>25000</u> | <u>25000</u> | <u>N/A</u> | <u>05/28/2022</u> | Convertible into shares of Common Stock of the Company at a fixed Rate of \$0.0001 per share. | <u>Eagle Equity-Yakov Borenstein</u> | <u>Note Payable</u> |
| <u>07/19/2021</u> | <u>12500</u> | <u>12500</u> | <u>N/A</u> | <u>07/19/2022</u> | Convertible into Common Stock at a fixed price ("Conversion Price") of \$0.0001 per share of Common Stock | <u>Eagle Equity-Yakov Borenstein</u> | <u>Note Payable</u> |
| <u>09/20/2022</u> | <u>20000</u> | <u>20000</u> | <u>N/A</u> | <u>09/20/2023</u> | Converted into Common Stock equal to 50% of the <u>lowest</u> last 10 days prior to conversion notice | <u>Sterling Macro Research LLC-Davina Profit</u> | <u>Note Payable</u> |

4) Issuer's Business, Products and Services

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

MineralRite Corporation (the "Company" or "MineralRite,") was incorporated in Nevada in October, 1996, under the name PSM Corp. The Company's name was then changed to Royal Quantum Group, Inc. on November 23, 2005. On August 31, 2012 the board of directors approved the change of the Company's name to MineralRite Corporation, reflecting the new direction in which the Company's management intends to lead it. On December 3, 2012, the Company's trading symbol was changed from "RYQG" to "RITE." The Company's principal executive offices are located at 539W Commerce Street #1838, Dallas, Texas 75208; telephone: (702) 843-6040. Our website address is www.mineralrite.co.

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

NONE

C. Describe the issuers' principal products or services.

The Company's Existing and Planned Business Expansion. MineralRite has focused on mineral processing, certification, streaming, and sales of base and precious metals. MineralRite's mandate is to identify and optimize opportunities in the small and junior sized mining industry. The Company is currently seeking funding for operations. There can be no assurance that additional financing will be available on terms favorable to the Company or at all. If adequate funds are not available or are not available on acceptable terms, the Company will not be able to fund its operations. Such inability to fund operations will have a materially adverse effect on the Company's business, results of operations and financial conditions. The current fees of the Company are being paid by the President of the Company.

The Company is currently seeking a partner for (i) mining and mineral acquisitions; (ii) direct income mine and mineral royalty acquisitions; (iii) reverse merger opportunities within the mining and mineral space; and/or (iv) any other reverse merger opportunities.

5) Issuer's Facilities

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

NONE

6) Officers, Directors, and Control Persons

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|---|---|------------------------|---------------------------|---|-------|
| <u>Guy Peckham</u> | <u>President./CEO</u> | Shanghai, China | <u>13,500</u> | Series B Voting Preferred | <u>100%</u> | _____ |
| <u>Guy Peckham</u> | <u>President.CEO</u> | Shanghai, China | <u>105,000</u> | Series A Voting Preferred | <u>100%</u> | _____ |
| <u>Guy Peckham</u> | <u>President ./CEO</u> | Shanghai, China | <u>5000</u> | Series C Voting Preferred | <u>87.8%</u> | _____ |

7) Legal/Disciplinary History

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

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

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;

NONE

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.

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.

NONE

8) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Morgan Petitti
Firm: Morgan E. Petitti, ESQ
Address 1: 118 W. Streetsboro Rd.
Address 2: Hudson, Ohio 44236
Phone: 330-697-5848
Email: PetittiLaw@gmail.com

Accountant or Auditor

Name: Kelli Austin
Firm: Camelot Nevada
Address 1: 3418 Bridgette Lane
Address 2: Mont Belvieu, Texas 77523
Phone: (832)292-2201
Email: Info@camelotnevada.com

Investor Relations

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: @mineralrite
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

Name: N/A
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____

Email: _____

9) Financial Statements

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

IFRS
 U.S. GAAP

B. The financial statements for this reporting period were prepared by (name of individual)³:

Name: Kelli Austin
Title: Partner
Relationship to Issuer: **None**

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

Ms. Kelli Austin attended the University of Texas at Austin from 1983 - 1987 and has been the owner of Austin Accounting and Tax since May 2002 and Kelli Austin Accounting since January 2010. Ms. Austin has been preparing the books and records for MineralRite for several years, and has also regularly interfaced with the requisite governmental and self-regulatory agencies on the Company's behalf.

Provide the financial statements described below for the most recent fiscal year or quarter

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Guy Peckham certify that:

1. I have reviewed this annual disclosure statement for the period ending JUNE 30, 2023 of MineralRite Corporation for financials uploaded August 8, 2023;

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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.

August 8, 2023 [Date]

/s/ Guy Peckham [CEO's Signature]

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

Principal Financial Officer:

I, Guy Peckham certify that:

1. I have reviewed this annual disclosure statement for the period ending JUNE 30, 2023 of MineralRite Corporation for financials uploaded August 8, 2023;

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.

August 8, 2023 [Date]

/s/ Guy Peckham [CFO's Signature]

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

MineralRite Corp

Balance Sheet

For the six months ending June 30, 2023
(Unaudited)

6/30/2023 12/31/2022

| Assets | | |
|--------------------------------|-------------------|-------------------|
| <u>Current Assets</u> | | |
| Cash and Cash Equivalents | \$ 311 | \$ 9,398 |
| Fairfield Atlantic | \$ 11,960 | \$ 11,960 |
| Notes Receivable | \$ 30,500 | \$ 12,500 |
| Total Current Assets | <u>\$ 42,771</u> | <u>\$ 33,858</u> |
| Property and Equipment | | |
| Equipment | \$ 198,414 | \$ 198,414 |
| Less: Accumulated Depreciation | \$ 71,114 | \$ 65,462 |
| Net Book Value | <u>\$ 127,300</u> | <u>\$ 132,952</u> |
| Total Assets | <u>\$ 170,071</u> | <u>\$ 166,810</u> |

Liabilities and Stockholders Equity

Current Liabilities

| | | |
|-----------------------------------|--------------------------|--------------------------|
| Newly originated Notes Payable | \$ - | \$ 20,000 |
| Previously Existing Notes Payable | <u>\$ 160,000</u> | <u>\$ 140,000</u> |
| Notes Payable - current | <u>\$ 160,000</u> | <u>\$ 160,000</u> |
| Accounts Payable | <u>\$ 39,996</u> | <u>\$ 6,600</u> |
| Current Liabilities | <u><u>\$ 199,996</u></u> | <u><u>\$ 166,600</u></u> |

Long Term Liabilities

| | | |
|-----------------------------|--------------------------|--------------------------|
| Notes Payable | \$ 85,346 | \$ 85,346 |
| Payable LG | <u>\$ 147,596</u> | <u>\$ 147,596</u> |
| Total Long Term Liabilities | <u><u>\$ 232,942</u></u> | <u><u>\$ 232,942</u></u> |
| Total Liabilities | <u><u>\$ 432,938</u></u> | <u><u>\$ 399,542</u></u> |

Stockholder Equity

| | | |
|--|----------------------------|----------------------------|
| Common Stock par value .0001 issued as of 6/30/2023 and 2021 were 4,357,321,532 | \$ 3,668,754 | \$ 3,668,754 |
| Preferred Shares A par value .0001 issued as of 6/30/2023 and 2022 were 105,000 | \$ 105 | \$ 105 |
| Preferred Shares B par value .0001 issued as of 6/30/2023 and 2022 were 13,500 | \$ 14 | \$ 14 |
| Preferred Shares C par value .0001 issued as of 6/30/2023 and 2022 were 5,735 and 5,075 | \$ 6 | \$ 5 |
| Additional paid-in capital (above par value) | <u>\$ 34,000</u> | <u>\$ 16,000</u> |
| Accumulated Deficit | <u>\$ (3,965,746)</u> | <u>\$ (3,917,610)</u> |
| Total Stockholder Equity | <u><u>\$ (262,867)</u></u> | <u><u>\$ (232,732)</u></u> |
| Total Liabilities and Stockholder Equity | <u><u>\$ 170,071</u></u> | <u><u>\$ 166,810</u></u> |

See accompanying notes to consolidated financial statements.

MineralRite Corp**Income Statement****For the six months ending June 30, 2023****(Unaudited)**

6/30/2023

12/31/2022

Expenses

| | | | | |
|---------------------------|----|-----------------|----|------------------|
| Advertising | \$ | - | \$ | 1,050 |
| Bank Charges | | 1,005 | | 746 |
| Legal And Professional | | 21,154 | | 52,822 |
| Supplies | | 805 | | 456 |
| Office Expense | | 770 | | 1,086 |
| Business Travel | | 2,698 | | 27,705 |
| Communications | | 656 | | 747 |
| Transfer Agent | | 15,396 | | 8,600 |
| Operating loss | | (42,484) | | (93,212) |
| Interest and Depreciation | | | | |
| Depreciation | | 5,652 | | 11,305 |
| Interest | | 0 | | |
| Net Loss | | <u>(48,136)</u> | | <u>(104,517)</u> |

See accompanying notes to consolidated financial statements.

MineralRite Corp

Cash Flow Statement

For the six months ending June 30, 2023
(Unaudited)

| | 6/30/2023 | 12/31/2022 |
|--|-----------------|-----------------|
| Net Loss from Operations | \$ (48,136) | \$ (104,517) |
| Adjustments for non cash items: Depreciation | (5,652) | (11,305) |
| Net Cash Flow from Operations | <u>(42,484)</u> | <u>(93,212)</u> |
| Non-cash expenses | | |
| Stock based conversion of convertible note | | |
| Changes in operating Assets and Liabilities | | |
| (Increase) Decrease in receivables | (18,000) | 35,540 |
| Increase (Decrease) in Current Liabilities | 33,396 | 16,674 |
| Net Cash provided from Operating Activities | <u>(27,088)</u> | <u>(40,998)</u> |
| Cash from Investing Activities | | |
| Purchase of Fixed assets | - | - |
| Net Cash from investing activities | <u>-</u> | <u>-</u> |
| Cash Flow from financing activities | | |
| Proceeds from notes payable | - | 20,000 |
| Share purchases (et al) | 18,001 | 16,000 |
| Net Cash Provided from Financing Activities | <u>18,001</u> | <u>36,000</u> |
| Increase / (Decrease in Cash) | (9,087) | (4,998) |
| Cash at Beginning of period | 9,398 | 14,396 |
| Cash at End of Period | <u>311</u> | <u>9,398</u> |

See accompanying notes to consolidated financial statements.

MINERALRITE CORPORATION

Statement of Changes in Shareholder Equity

For the Period from December 31, 2021 to June 30, 2023

(Unaudited)

| | Common Stock | Common Stock | Additional Paid-in Capital | Preferred Stock Series A | Preferred Stock | Additional Paid-in Capital | Preferred Stock Series B | Preferred Stock | Additional Paid-in Capital | Preferred Stock Series C | Preferred Stock | Additional Paid-in Capital | Earnings (Deficit) | Total |
|-------------------------------------|-----------------------|-----------------------|----------------------------|--------------------------|-----------------------|----------------------------|--------------------------|-----------------------|----------------------------|--------------------------|-----------------------|----------------------------|-----------------------|---------------------|
| | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Amount Par Value .001 | Accumulated | |
| Balance, December 31, 2021 | 4,357,321,532 | \$ 3,668,754 | \$ - | 105,000 | \$ 105 | \$ - | 13,500 | \$ 14 | \$ - | 5,000 | \$ 5 | \$ - | \$ (3,813,093) | \$ (144,215) |
| Stock issued | | | | | | | | | | 75 | | | 16,000 | 16,000 |
| Stock issued for services | | | | | | | | | | | | | | - |
| Stock issued for a convertible note | | | | | | | | | | | | | | - |
| Net loss, December 31, 2020 | | | | | | | | | | | | | (104,517) | (104,517) |
| Dividends paid | | | | | | | | | | | | | | - |
| Balance, December 31, 2022 | 4,357,321,532 | \$ 3,668,754 | \$ - | 105,000 | \$ 105 | \$ - | 13,500 | \$ 14 | \$ - | 5,075 | \$ 5 | \$ 16,000 | (3,917,610) | \$ (232,732) |
| Stock issued | | | | | | | | | | 660 | | 1 | 18,000 | 18,001 |
| Stock issued for services | | | | | | | | | | | | | | - |
| Stock issued for a convertible note | | | | | | | | | | | | | | - |
| Net loss June 30, 2023 | | | | | | | | | | | | | (48,136) | (48,136) |
| Dividend paid | | | | | | | | | | | | | | - |
| Balance, June 30, 2023 | 4,357,321,532 | \$ 3,668,754 | \$ - | 105,000 | \$ 105 | \$ - | 13,500 | \$ 14 | \$ - | 5,735 | \$ 6 | \$ 34,000 | \$ (3,965,746) | \$ (262,867) |

See accompanying notes to condensed consolidated financial statements

MineralRite Corporation
Notes to Financial Statements
June 30, 2023

(1) Basis of Presentation and Organization

MineralRite Corporation (“the Company”) was incorporated in Nevada on October 22, 1996 under its original name PSM Corp. The Company changed its emphasis to the exploration and development of natural resources and on November 23, 2005 changed its name to Royal Quantum Group, Inc. On October 18, 2012, the Company again changed its name from Royal Quantum Group, Inc. to MineralRite Corporation. On August 31, 2012, the Company declared a 50-for-1 reverse stock split of its common stock. All references in the accompanying consolidated financials to the number of shares outstanding and per-share amounts have been restated to reflect this stock split. In April of 2021, the company merged into Texas and became a Texas Corporation. The total number of shares authorized increased to 20,000,000,000. The merger was perfected and the company moved from Nevada completely on November 17, 2021.

On March 1, 2013, the Company acquired 100% of the total shares outstanding of Goldfield International, Inc. (“Goldfield”) in exchange for issuing 2,000,000 shares of its common stock. The acquisition was based on the fair value of the shares issued amounting to \$900,000. The accompanying consolidated financial statements include the accounts and balances of the Company and also of Goldfield since the date of its acquisition. All material intercompany transactions have been eliminated. Goldfield is in the business of manufacturing gold mining equipment.

On April 24, 2013, the Company entered into a joint venture agreement with CSI Export and Import (“CSI”) to mine copper ore on leased acreage in Chiapas, Mexico. For \$850,000, the Company acquired a 50% in the joint venture which has a 25% participation interest in the production and sale of the indicated copper ore. The Company accounts for its investment in with CSI under the equity method pursuant to ASC Topic 323-30. This amount was fully impaired as of December 31, 2013 due to impairment as CSI did not execute on their part of the joint venture and repayment is doubtful.

Pursuant to a settlement agreement and related court order, effective December 6, 2013, the Company issued 30,000,000 shares of its common stock and transferred its oil and gas operations including related assets and liabilities to Santeo Financial Corporation and other creditors in exchange for the cancellation of debt totaling \$325,568. For financial statement presentation purposes, the oil and gas activities for 2012 and 2013, and assets and liabilities directly relating to the oil and gas operation, are accounted for pursuant to ASC Topic 205-20 “Discontinued Operations”.

On January 1, 2015, the company entered into a security agreement and \$139,000 worth of promissory notes with L Kent Harmon, Steve Durant, Robert Underwood securing all Goldfield assets in order to secure various loans that have been advanced from a period of time from the date of the agreement in order to cover operational costs of Goldfield.

On June, 2015, the Company entered into a joint venture agreement with MEK Mining (“MEK”) to mine Gold Ore on leased acreage in Ghana. For \$150,000, the Company acquired a 50% in the joint venture which has a 20% participation interest in the production and sale of the indicated gold ore. The Company accounts for its investment in with MEK under the equity method pursuant to ASC Topic 323-30. This operation was in production during 2015 until government regulations were changed and all mining in Ghana was shut down for two years. It is planned to restart operations in 2022 when sufficient funding has been arranged.

On July 15, 2015 pursuant to a security agreement, effective January 1, 2015, the Company transferred its equipment manufacturing operations including related assets and liabilities to L Kent Harmon, Steve Durant, and Robert Underwood in exchange for the cancellation of debt totaling \$139,000. For financial statement presentation purposes, the equipment manufacturing activities for 2015, and assets and liabilities directly relating to the operation, are accounted for pursuant to ASC Topic 205-20 “Discontinued Operations”.

On February 16, 2018, the Company filed a Form 15 certification and notice of termination of registration under Section 12(g) of the Securities Exchange Act of 1934 or suspension of duty to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

Since 2021, the Company has been working on pursuing merger acquisition candidate negotiations, while at the same time, working to bring the Company current.

On or about April 1, 2021, the Company changed its principal address to 539 W Commerce St #1838, Dallas Texas 75208. The Company also engaged independent professionals who rendered an opinion that the company would be best served to reincorporate in Texas in order to benefit from certain jurisdictional advantages. After engaging various professionals to effectuate this change, the Company has since learned that the advice on which this jurisdictional change was based appears to have been flawed. As such, the Company is now in the process of re-establishing its corporate jurisdiction back in Nevada. This will require a number of corporate actions, which will be undertaken under the watchful eyes of the Company's newly engaged staff of experts.

The Company is currently seeking funding for operations. There can be no assurance that additional financing will be available on terms favorable to the Company or at all. If adequate funds are not available or are not available on acceptable terms, the Company will not be able to fund its operations. Such inability to fund operations will have a materially adverse effect on the Company's business, results of operations and financial conditions. The current fees of the Company are being paid by the President of the Company.

Financial Statements

The accompanying financial statements of MINERALRITE CORP, for June 30, 2023 and December 31, 2022 have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The accompanying financial statements have not been audited or reviewed.

In the opinion of management, the financial statements include all known adjustments (which consist primarily of normal, recurring accruals, estimates, and assumptions that impact the financial statements) necessary to present fairly the financial position as of the balance sheet dates and the results of operations for the years then ended, and cumulative from inception.

Fair Value of Financial Instruments

SFAS No. 107, “Disclosures about Fair Value of Financial Instruments”, requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate that value. For purposes of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amounts of the Company’s financial instruments, including cash and cash equivalents, accounts receivable, advances to suppliers, accounts payable and accrued expenses, line of credit, notes maturity for these instruments.

Cash and Cash Equivalents

For the Statements of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents.

Property and Equipment

Property and equipment are recorded at historical cost. Major additions and renewals are capitalized and depreciated over their estimated useful lives. The Company uses the straight-line method of depreciation. The estimated useful lives for significant property and equipment categories are as follows:

| | |
|-------------------------------|------------|
| Office and computer equipment | 3-7 years |
| Machinery and equipment | 5-10 years |

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives at each balance sheet date. The Company records an impairment or change in useful life whenever events or changes in circumstances indicate that the carrying amount may not be recoverable or the useful life has changed. During the periods ended December 31, 2022 and December 31, 2021, if and when any such assets were deemed by the Company to be not recoverable, then the Company fully depreciated those assets.

Loss per Common Share

Basic net loss per share is calculated based on the weighted-average number of common shares outstanding. Diluted net loss per share is calculated using the weighted-average number of common shares outstanding plus common stock equivalents. Common stock equivalents are excluded from the calculation of diluted net loss per share when their effect is anti-dilutive.

Stock-Based Compensation Arrangements

The Company accounts for stock-based compensation arrangements in accordance with guidance provided by the Financial Accounting Standards Board Accounting Standards Codification (“ASC”). This guidance addresses all forms of share-based payment awards including shares issued under employee stock purchase plans, stock options, restricted stock and stock appreciation rights, as well as share grants and other awards issued to employees and non-employees under free-standing arrangements. These awards are recorded at costs that are measured at fair value on the awards’ grant dates, based on the estimated number of awards that are expected to vest and will result in charges to operations.

From time to time, the Company’s shares of common stock have been issued as payment to employees and non-employees for services and the reduction of debt. These are non-cash transactions that require management to make judgments related to the fair value of the shares issued, which affects the amounts reported in the Company’s accompanying financial statements for certain of its assets and expenses.

Income Taxes

The Company account for income taxes pursuant to ASC Topic 740, “*Income Taxes*”. Under ASC Topic 740, deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Recent Accounting Pronouncements

The management of the Company does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying financial statements.

(2) Going Concern

Management of the Company believes that the Company will be successful in its capital formation and operating activities, there can be no assurance that it will be able to raise additional equity capital or be able to generate sufficient revenues to sustain its operations. The Company also intends to conduct additional capital formation activities through the issuance of its common stock to establish sufficient working capital and to expand its operations.

The accompanying financial statements have been prepared in conformity with U.S. generally accepted accounting principles (GAAP), which contemplate continuation of the Company as a going concern.

The Company has incurred an operating loss since inception and the cash resources of the Company are insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Investment in Subsidiaries

None

(4) Convertible Notes Payable

The Company has issued notes to the following companies where the debt is convertible to common stock when the lender deems proper. There have been no conversions in recent years. All notes issued prior to 2016 have passed the statute of limitations for collection procedures.

| Loan | Original Dated | Amount |
|---------------------------|---------------------------|---------------|
| Egan | Apr 2013 | \$100,000.00 |
| LG Capital | Jul 2013 | \$21,500.00 |
| LG Capital | Aug 2013 | \$21,500.00 |
| Fang Yinjuan | Sep 2013 | \$92,000.00 |
| GEL Properties | Oct 2013 | \$21,500.00 |
| McEwan/Darling | Oct 2013 | \$25,000.00 |
| Davisson | Jan 2014 | \$55,337.63 |
| JMJ Financial/River North | Feb 2014 | \$30,000.00 |
| LG Capital | Mar 2014 | \$39,500.00 |
| J Reuben | Apr 2014 | \$17,797.71 |
| Jax Capital | Apr 2014 | \$9,000.00 |
| LG Capital | Apr 2014 | \$30,000.00 |
| Scripline | Apr 2014 | \$76,146.00 |
| Scripline/Tide/Sterling | Apr 2014 | \$31,346.00 |
| Union Capital | Apr 2014 | \$30,000.00 |
| Union Capital | Apr 2014 | \$30,000.00 |
| Jax Capital | Jun 2014 | \$6,000.00 |
| Investor Growth | Jul 2014 | \$15,000.00 |
| Union Capital | Jul 2014 | \$50,000.00 |
| Darling Capital | Sep 2014 | \$25,000.00 |
| Investor Growth | Sep 2014 | \$10,000.00 |
| Tidepool/Sterling | Sep 2014 | \$32,500.00 |

| | | | |
|-------------------|-----|------|-------------|
| Investor Growth | Nov | 2014 | \$2,000.00 |
| River North | Jan | 2015 | \$77,778.00 |
| Jax Capital | Mar | 2015 | \$5,000.00 |
| Jax Capital | Apr | 2015 | \$8,000.00 |
| Jax Capital | Jun | 2015 | \$9,500.00 |
| Jax Capital | Jul | 2015 | \$9,400.00 |
| Eagle Equity | Feb | 2021 | \$30,000.00 |
| James L Pettigrew | Mar | 2021 | \$50,000.00 |
| James L Pettigrew | Mar | 2021 | \$10,000.00 |
| Eagle Equity | May | 2021 | \$25,000.00 |
| Eagle Equity | Jul | 2021 | \$12,500.00 |
| Sterling Macro | Sep | 2022 | \$20,000.00 |

(5) Derivative Liability

The Company evaluated the conversion feature embedded in the convertible notes to determine if such conversion feature should be bifurcated from its host instrument and accounted for as a freestanding derivative. Due to the note not meeting the definition of a conventional debt instrument because it contained a diluted issuance provision, the convertible notes were accounted for in accordance with ASC 815. According to ASC 815, the derivatives associated with the convertible notes were recognized as a discount to the debt instrument, and the discount is being amortized over the life of the note and any excess of the derivative value over the note payable value is recognized as additional expense at issuance date.

Promissory Note April 17, 2013

On April 17, 2013, the Company issued a Convertible Promissory Note (the “Note”) to undisclosed (the “Holder”) in the original principal amount of \$100,000 bearing a 12% annual interest rate, unsecured and maturing November 13, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 80% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

JMJ Financial Promissory Note June 19, 2013

On June 19, 2013, the Company received cash proceeds of \$65,000 with an original issue discount of \$6,500 on the first tranche of the Convertible Note (“Note”) with JMJ Financial. In accordance with the terms of the Note, JMJ Financial converted the Note via conversions on December 19, 2013, January 23, 2014, February 21, 2014, and March 20, 2014.

LG Capital Funding, LLC Promissory Note July 16, 2013

On July 16, 2013, the Company issued a Convertible Promissory Note (the “Note”) to LG Capital Funding, LLC (the “Holder”) in the original principal amount of \$21,500 bearing an 8.00% annual interest rate, unsecured and maturing July 16, 2014. This Note together with any unpaid accrued interest

is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. In accordance with the terms of the Note, the Holder fully converted the Note via conversions on March 12, 2014 and March 27, 2014.

LG Capital Funding, LLC Promissory Note August 28, 2013

On August 28, 2013, the Company issued a Convertible Promissory Note (the "Note") to LG Capital Funding, LLC (the "Holder") in the original principal amount of \$21,500 bearing an 8% annual interest rate, unsecured and maturing August 28, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. In accordance with the terms of the Note, the Holder partially converted the Note via conversions on August 21, 2014, September 4, 2014, September 12, 2014, September 15, 2014, September 23, 2014, September 24, 2014, and September 30, 2014

Fang Promissory Note September 9, 2013

On September 9, 2013, the Company issued a Convertible Promissory Note (the "Note") to Fang (the "Holder") in the original principal amount of \$92,000 bearing a 12% annual interest rate, unsecured and maturing November 13, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. On July 25, 2014 this note was partially assigned to JAX Capital by the holder.

JMJ Financial Promissory Note September 26, 2013

On August 18, 2013, the Company received cash proceeds of \$25,000 with an original issue discount of \$2,500 on the second tranche of the Convertible Note ("Note") with JMJ Financial. In accordance with the terms of the Note, JMJ Financial converted a portion of the Note via conversions on March 20, 2014, April 4, 2014, April 15, 2014, April 30, 2014, and July 11, 2014.

McEwan Promissory Note October 2, 2013

On October 2, 2013, the Company issued a Convertible Promissory Note (the "Note") to McEwan (the "Holder") in the original principal amount of \$25,000 bearing a 6% annual interest rate, unsecured and maturing November 13, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. On September 18, 2014 this note was assigned to Darling Capital by the holder and partially converted via conversions on September 22, 2014, September 25, 2014, September 30, 2014 and October 22, 2014.

JP Reuben Promissory Note October 7, 2013

On October 7, 2013, the Company issued a Convertible Promissory Note (the “Note”) to JP Reuben (the “Holder”) in the original principal amount of \$24,830.20 bearing a 6% annual interest rate, unsecured and maturing November 13, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. On July 17, 2014 this note was assigned to Union Capital by the holder.

GEL Properties, LLC Promissory Note October 17, 2013

On October 17, 2013, the Company issued a Convertible Promissory Note (the “Note”) to Gel Properties, LLC (the “Holder”) in the original principal amount of \$21,500 bearing a 6.00% annual interest rate, unsecured and maturing January 21, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Underwood Promissory Note November 27, 2013

On November 27, 2013, the Company issued a Convertible Promissory Note (the “Note”) to Underwood (the “Holder”) in the original principal amount of \$15,000 bearing a 6% annual interest rate, unsecured and maturing November 13, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 90% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. This note was cancelled upon settlement of Security agreement

Egbert & Barnes Promissory Note November 30, 2013

On November 30, 2013, the Company issued a Convertible Promissory Note (the “Note”) to Egbert & Barnes (the “Holder”) in the original principal amount of \$62,759 bearing a 8% annual interest rate, unsecured and maturing November 13, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. On July 28, 2014 this note was assigned to Union Capital by the holder.

Bartholemew Promissory Note December 27, 2013

On December 27, 2013, the Company issued a Convertible Promissory Note (the “Note”) to Bartholemew (the “Holder”) in the original principal amount of \$5,000 bearing a 6% annual interest rate, unsecured and maturing November 13, 2014. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 90% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. This note was cancelled upon settlement of Security agreement.

Davisson & Co Promissory Note January 12, 2014

On January 12, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Davisson & Co. (the “Holder”) in the original principal amount of \$55,537.63 bearing a 6.00% annual interest rate, unsecured and maturing January 12, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

JMJ Financial Promissory Note February 20, 2014

On February 20, 2014 the Company received cash proceeds of \$30,000 with an original issue discount of \$3000 on the third tranche of the Convertible Note (“Note”) with JMJ Financial. In January 2015, this note was assigned to River North by the holder.

LG Capital Funding, LLC Promissory Note March 14, 2014

On March 14, 2014, the Company issued a Convertible Promissory Note (the “Note”) to LG Capital Funding, LLC (the “Holder”) in the original principal amount of \$39,500 bearing an 8.00% annual interest rate, unsecured and maturing March 14, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

JAX Capital Promissory Note April 1, 2014

On April 1, 2014 the Company issued a Convertible Promissory Note (the “Note”) to JAX Capital Growth, LLC (the “Holder”) in the original principal amount of \$9,000 bearing an 8.00% annual interest rate, unsecured and maturing April 1, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Union Capital, LLC Promissory Note April 1, 2014

On April 1, 2014, the Company issued a Convertible Promissory Note (the “Note”) to Union Capital, LLC (the “Holder”) in the original principal amount of \$30,000 bearing an 8.00% annual interest rate, unsecured and maturing April 1, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

LG Capital Funding, LLC Promissory Note April 8, 2014

On April 8, 2014 the Company issued a Convertible Promissory Note (the “Note”) to LG Capital Funding, LLC (the “Holder”) in the original principal amount of \$30,000 bearing an 8.00% annual interest rate, unsecured and maturing April 8, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Union Capital, LLC Promissory Note April 14, 2014

On April 14, 2014, the Company issued a Convertible Promissory Note (the “Note”) to Union Capital, LLC (the “Holder”) in the original principal amount of \$30,000 bearing an 8.00% annual interest rate, unsecured and maturing April 14, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

JP Reuben & Associates Promissory Note April 15, 2014

On January 12, 2014 the Company issued a Convertible Promissory Note (the “Note”) to JR Reuben (the “Holder”) in the original principal amount of \$17,797.71 bearing an 6.00% annual interest rate, unsecured and maturing January 12, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Scripline Promissory Note April 15, 2014

On April 15, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Scripline (the “Holder”) in the original principal amount of \$31,346 bearing a 6.00% annual interest rate, unsecured and maturing April 15, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. On September 19, 2014 this note was partially assigned to Tidepool Ventures by the holder. On October 25, 2018 this note was assigned to Sterling Macro Research LLC and a new note was issued.

Scripline Promissory Note April 15, 2014

On April 15, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Investor Growth, LLC (the “Holder”) in the original principal amount of \$76,146 bearing an 8.00% annual interest rate, unsecured and maturing April 15, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

JAX Capital Promissory Note June 6, 2014

On June 6, 2014 the Company issued a Convertible Promissory Note (the “Note”) to JAX Capital Growth, LLC (the “Holder”) in the original principal amount of \$2,500 bearing an 8.00% annual interest rate, unsecured and maturing June 6, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Triple J Capital/Investor Growth, LLC Promissory Note July 3, 2014

On April 8, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Triple J Capital, LLC (the “Holder”) in the original principal amount of \$15,000 bearing an 8.00% annual interest rate, unsecured and maturing April 8, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Cracker Jack Classic, LLC Promissory Note July 8, 2014

On July 8, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Cracker Jack Classic, LLC (the “Holder”) in the original principal amount of \$25,000 bearing an 8.00% annual interest rate, unsecured and maturing July 8, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Union Capital, LLC Promissory Note July 28, 2014

On July 28, 2014, the Company issued a Convertible Promissory Note (the “Note”) to Union Capital, LLC (the “Holder”) in the original principal amount of \$50,000 bearing an 8.00% annual interest rate, unsecured and maturing July 28, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Investor Growth, LLC Promissory Note September 11, 2014

On September 11, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Cracker Jack Classic, LLC (the “Holder”) in the original principal amount of \$10,000 bearing an 8.00% annual interest rate, unsecured and maturing September 11, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Darling Capital Promissory Note September 18, 2014

On September 18, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Darling Capital (the “Holder”) in the original principal amount of \$25,000 bearing a 12.00% annual interest rate, unsecured and maturing March 17, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 40% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Tidepool Venture Corp Promissory Note September 19, 2014

On September 19, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Tidepool Venture Corp (the “Holder”) in the original principal amount of \$32,500 bearing a 10.00% annual interest rate, unsecured and maturing September 19, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion

price calculated at 60% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date. On October 25,2018 this note was assigned to Sterling Macro Research LLC and a new note was issued.

Investor Growth, LLC Promissory Note November 10, 2014

On September 11, 2014 the Company issued a Convertible Promissory Note (the “Note”) to Investor Growth, LLC (the “Holder”) in the original principal amount of \$2,000 bearing an 8.00% annual interest rate, unsecured and maturing November 10, 2015. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Eagle Equity, LLC Promissory Note Feb 25, 2021

On February 25,2021, the Company issued a Convertible Promissory Note (the “Note”) to Eagle Equity, LLC (the “Holder”) in the original principal amount of \$30,000 bearing an 12.00% annual interest rate, unsecured and maturing February 25,2022. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a conversion price at.001.

James L Pettigrew Promissory Note Mar 15, 2021

On Mar 15,2021, the Company issued a Convertible Promissory Note (the “Note”) to James L Pettigrew (the “Holder”) in the original principal amount of \$50,000 bearing an 10.00% annual interest rate, unsecured and maturing Mar 15,2022. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

James L Pettigrew Promissory Note Mar 25, 2021

On Mar 22,2021, the Company issued a Convertible Promissory Note (the “Note”) to James L Pettigrew (the “Holder”) in the original principal amount of \$10,000 bearing an 10.00% annual interest rate, unsecured and maturing Mar 22,2022. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

Eagle Equity, LLC Promissory Note May 28, 2021

On May 28, 2021, the Company issued a Convertible Promissory Note (the “Note”) to Eagle Equity, LLC (the “Holder”) in the original principal amount of \$25,000 bearing an 12.00% annual interest rate, unsecured and maturing May 28,2022. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a conversion price of .0001.

Eagle Equity, LLC Promissory Note July 19, 2021

On July 19, 2021, the Company issued a Convertible Promissory Note (the “Note”) to Eagle Equity, LLC (the “Holder”) in the original principal amount of \$12,500 bearing an 12.00% annual interest rate,

unsecured and maturing July 19,2022. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a conversion price .0001.

Sterling Macro Promissory Note Sep 20, 2022

On September 20,2022, the Company issued a Convertible Promissory Note (the "Note") to Sterling Macro Research (the "Holder") in the original principal amount of \$20,000 bearing an 10.00% annual interest rate, unsecured and maturing September 20,2023. This Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 50% of the market price, which means the lowest trading price during the ten trading day period ending on the latest complete trading day prior to the conversion date.

(6) Stockholders' Equity

The Company is authorized to issue 5,000,000,000 shares of common stock at a par value of \$0.00001.