

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

## **Queench, Inc.**

14143 Denver W Pkwy #100

Golden, CO 80401

800-707-0586

www.krtlbiotech.com

info@krtlbiotech.com

SIC Code 2833

## **Quarterly Report**

**For the Period Ending: March 31, 2022 (the  
"Reporting Period")**

As of 3/31/2022, the number of shares outstanding of Common Stock was: 53,592,740

As of 12/31/2021, the number of shares outstanding of Common Stock was: 53,092,740

As of 12/31/2020, the number of shares outstanding of Common Stock was: 117,002,840

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

Yes: ☒ No: ☐

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **1) Name 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.

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

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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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):

On August 2, 1984 the company was incorporated in the State of Utah as Big Pony Gold, Inc. The company name was changed to Pan American Motorsports, Inc. in April of 1998. The name was changed to the current company name of Queench, Inc. in November 2002.

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

The Company is active and in good standing in the state of Utah, where it incorporated on August 2, 1984.

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

The Company formed a wholly owned subsidiary, QENC Acquisition Inc., which merged with the Company's majority shareholder, KRTL Biotech Inc. ("KRTL") in March 2022. In the merger, KRTL was the surviving corporation.

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

14143 Denver W Pkwy #100 Golden, CO 80401

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:* ☒

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

Yes: ☐ No: ☒

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

NA

## 2) Security Information

Trading symbol: QENC  
Exact title and class of securities outstanding: Common  
CUSIP: 74823U103  
Par or stated value: \$0.001

Total shares authorized: 1,000,000,000 as of date: 3/31/2022  
Total shares outstanding: 53,592,740 as of date: 3/31/2022  
Number of shares in the Public Float<sup>2</sup>: 43,270,172 as of date: 3/31/2022  
Total number of shareholders of record: 159 as of date: 3/31/2022

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

Trading symbol: NA  
Exact title and class of securities outstanding: \_\_\_\_\_  
CUSIP: \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_

### Transfer Agent

Name: Colonial Stock Transfer  
Phone: (801) 355-5740  
Email: [dancarter@colonialstock.com](mailto:dancarter@colonialstock.com)  
Address: 66 Exchange Place, Ste 100 Salt Lake City, UT 84111

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

## 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.

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

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

## A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2019</u> Common: <u>117,002,840</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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.
June 4, 2021	New Issue	20	2021 Series A Preferred	0	NA	Synergy Management Group, LLC / Benjamin Berry	Voting Control	Restricted	4(a)(2)
June 4, 2021	New Issue	2	Special 2021 Series B Preferred	0	NA	Synergy Management Group, LLC / Benjamin Berry	9.98% Common Conversion	Restricted	4(a)(2)
10/26/2021	Cancellation	(63,910,100)	common	NA	NA	Third District Court Order, Salt Lake County, Utah	NA	NA	NA
3/14/2022	New Issue	500,000	common	\$0.02	Yes	The Beling Family Trust, David Beling	Cash	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: <u>Ending Balance Ending Balance:</u> Date <u>3/31/2022</u> Common: <u>53,592,740</u> Preferred: <u>22</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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 all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

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

Name: Paul Riss  
Title: Consultant  
Relationship to Issuer: Independent contractor

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. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

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

- G. Financial notes; and
- H. Audit letter, if audited

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

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

**The unaudited financial statements for the three months ended March 31, 2022, are attached hereto**

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

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

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

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

The Company is working with companies in Washington State, Canada, and South Korea to develop psychedelic inspired medicines to alleviate suffering and improve health.

- B. Please list any subsidiaries, parents, or affiliated companies.

KRTL Biotech Inc is a subsidiary

- C. Describe the issuers' principal products or services.

The principal service is research and development of psychedelic inspired medicines.

**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 and the extent in which the facilities are utilized.

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

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

The Company rents office space at 14143 Denver W Pkwy #100 Golden, CO 80401.

## 7) Company Insiders (Officers, Directors, and Control Persons)

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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
KRTL Biotech Inc Cesar Herrera	>5%	Van Nuys, CA	2	Special 2021 Series B Preferred	100%	Converts to 9.98% of Common at conversion date.
KRTL Biotech Inc Cesar Herrera	>5%	Van Nuys, CA	13	Special 2021 Series A Preferred	65%	Each share is convertible into 10 million shares of common stock
<u>Here To Serve Holding Corp.,</u>  <u>Paul Riss</u>	>5%	Rye Brook, NY	3	Special 2021 Series A Preferred	15%	Each share is convertible into 10 million shares of common stock
<u>Justin Waiau</u>	>5%	Centennial, CO	2	Special 2021 Series A Preferred	10%	Each share is convertible into 10 million shares of common stock
_____	_____	_____	_____	_____	_____	_____

## 8) Legal/Disciplinary History

A. Please 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



## 9) Third Party Providers

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

### Securities Counsel

Name: Jonathan L. Endman  
Firm: Jonathan L. Endman, Esq.  
Address 1: 2759 Burkshire Ave.  
Address 2: Los Angeles, CA 90064-3513  
Phone: 818-481-7829  
Email: jendman@msn.com

### Accountant or Auditor

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

### Investor Relations

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

### Other Service Providers

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

Name: Paul Riss  
Firm: ICF Industries Inc.  
Nature of Services: Accounting  
Address 1: 800 Westchester Ave  
Address 2: Suite 641N  
Phone: 855-464-2535  
Email: paul@heretoserve.tech

## 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, Cesar Herrera certify that:

1. I have reviewed this quarterly disclosure statement of Queench, 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.

5/15/2022

Cesar Herrera

CEO's Signature

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

### *Principal Financial Officer:*

I, Mario Hernandez certify that:

1. I have reviewed this quarterly disclosure statement of Queench, 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.

5/15/2022

/s/ Mario Hernandez

CFO's Signature

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

**Queench, Inc.**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<u>March 31, 2022</u>	<u>December 31, 2021</u>
<b>ASSETS</b>		
Cash	\$ 9,472	\$ -
Total current assets	<u>9,472</u>	<u>-</u>
Total assets	<u>\$ 9,472</u>	<u>\$ -</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Due to related party	\$ 300	\$ -
Total current liabilities	<u>300</u>	<u>-</u>
Commitments and contingencies	-	-
Special 2021 Series A Preferred Stock par value \$0.001, 20 shares authorized, 20 shares issued and outstanding in 2022 and 2021	-	-
Special 2021 Series B Preferred Stock par value \$0.001, 2 shares authorized, 2 shares issued and outstanding in 2022 and 2021	-	-
Common stock, par value \$0.0001; 1,000,000,000 shares authorized, 53,592,740 and 53,092,740 issued and outstanding in 2022 and 2021	5,359	5,309
Paid-in-capital	371,644	361,694
Accumulated deficit	<u>(367,831)</u>	<u>(367,003)</u>
Total shareholders' equity	<u>9,172</u>	<u>-</u>
Total liabilities and shareholders' equity	<u>\$ 9,472</u>	<u>\$ -</u>

See accompanying notes to the consolidated financial statements

**Queench, Inc.**  
**Consolidated Statements of Income**  
**(Unaudited)**

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Revenue	\$ -	\$ -
Expenses:		
General and administrative costs	828	
Total expenses	828	-
Net income (loss)	\$ (828)	\$ -
Basic net income (loss) per share	\$ -	\$ -
Diluted income (loss) per share	\$ -	\$ -
Weighted average number of shares outstanding		
Basic	53,187,184	117,002,840
Fully diluted	53,187,184	117,002,840

See accompanying notes to the consolidated financial statements

**Queench, Inc.**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Three Months Ended March 31, 2022 and the Years Ended December 31, 2021 and 2020**  
**(Unaudited)**

	Common Stock		Preferred Stock		Paid-in-Capital	Accumulated Deficit	Shareholders' Equity
	Shares	Amount	Shares	Amount			
<b>Balance, January 1, 2020</b>	117,002,840	\$ 11,700	-	\$ -	\$ 105,303	\$ (117,003)	\$ -
Net Income 2020						-	-
<b>Balance, December 31, 2020</b>	117,002,840	\$ 11,700	-	\$ -	\$ 105,303	\$ (117,003)	\$ -
2021 Series A Preferred Stock			20		227,273		227,273
Series B Preferred Stock			2		22,727		22,727
Cancellation of common shares	(63,910,100)	(6,391)			6,391		-
Net loss 2021						(250,000)	(250,000)
<b>Balance, December 31, 2021</b>	53,092,740	5,309	22	-	361,694	(367,003)	-
Sale of common stock	500,000	50	-	-	9,950		10,000
Net loss, Q1 2022	-	-	-	-	-	(828)	(828)
<b>Balance, March 31, 2022</b>	53,592,740	\$ 5,359	22	\$ -	\$ 371,644	\$ (367,831)	\$ 9,172

See accompanying notes to the consolidated financial statements

**Queench, Inc.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Cash flows from operating activities:		
Net loss	\$ (828)	\$ -
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in working capital items:		
Due to related party	300	
Net cash used in operating activities	(528)	-
Cash flows from investing activities		
Net cash provided by investing activities	-	-
Cash flows from financing activities:		
Sale of common stock	10,000	
Net cash provided by financing activities	10,000	-
Net cash increase for period	9,472	-
Cash at beginning of year	-	-
Cash at end of year	\$ 9,472	\$ -
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes	\$ -	\$ -
Interest	\$ -	\$ -

See accompanying notes to the consolidated financial statements

**Queench Inc.**  
**Notes to the Consolidated Financial Statements**  
**March 31, 2022**  
**Unaudited**

**Note 1 – Organization of Business**

On August 2, 1984 Queench, Inc. (the “Company”) was incorporated in the State of Utah as Big Pony Gold, Inc. The Company’s name was changed to Pan American Motorsports, Inc. in April of 1998. The name was changed to the current name of Queench, Inc. on November 2002. Effective December 31, 2021, the Company’s focus is on research and development of psychedelic inspired medicines. In March 2022, KRTL Biotech Inc. (“KRTL”) merged into a newly formed subsidiary of Queench, Inc., and KRTL was the surviving corporation. KRTL’s primary business focus centers around psilocybin research and the creation and distribution of non-regulated terpene products.

**Basis of Presentation**

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Company has a December 31 year end.

**Note 2 – Summary of Significant Accounting Policies**

Use of Estimates

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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. The most significant estimates relate to income tax valuation allowance. On a continual basis, management reviews its estimates, utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents. The Company has no cash equivalents. The Company has not maintained cash balances that exceed federally insured limits.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." Topic 606 established that the Company recognize revenue using the following five-step model:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as, the Company satisfies a performance obligation.

## Fair Value of Financial Instruments

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the Company bases its fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future value.

## Impairment of long-lived assets

The Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. During the three-months periods ended March 31, 2022 and 2021, the Company did not record any impairment losses.

## Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the reversal of deferred tax liabilities during the period in which related temporary differences become deductible. A valuation allowance has been established to eliminate the Company's deferred tax assets as it is more likely than not that any of the deferred tax assets will be realized.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process whereby (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.



Based on the Company's history of losses, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company believes that its income tax positions would be sustained on audit and does not anticipate any adjustments that would result in a material change to its financial position.

The Company may in the future become subject to foreign, federal, state and local income taxation though it has not been since inception. The Company is not presently subject to any income tax audit in any taxing jurisdiction.

#### Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income or loss applicable to common shareholders by the weighted average number of common shares during the period. A diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. As of March 31, 2022, the Company had convertible securities outstanding, see Note 5. As of March 31, 2021, the Company had no convertible securities outstanding.

#### Recent Accounting Pronouncements

In March 2017 the FASB issued ASU 2017-04 Intangibles—Goodwill and Other (Topic 350) Simplifying the Test for Goodwill Impairment. This amendment simplifies the measurement of goodwill by eliminating Step 2 from the goodwill impairment test. This update is effective for fiscal years beginning after December 15, 2021. The adoption of ASU No. 2017-04 is not expected to have a material impact on the Company's financial statements.

Management does not believe that any other recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

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

#### **Note 3 – Going Concern Matters and Realization of Assets**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. However, the Company has limited working capital, an accumulated deficit, and is not generating revenues. The Company believes that its existing cash resources may not be sufficient to fund its working capital requirements.

The Company may not be able to raise sufficient additional debt, equity, or other cash on acceptable terms, if at all. Failure to generate sufficient revenues, raise sufficient funds, or achieve certain other business plan objectives could have a material adverse effect on the Company's results of operations, cash flows and financial position, including its ability to continue as a going concern, and may require it to significantly reduce, reorganize, discontinue, or shut down its operations.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in its existence.

Management's plans include the pursuit of financing from known lenders, family members and business friends.

#### **Note 4 – Income Taxes**

The Company did not have any material unrecognized tax benefits as of March 31, 2022 and December 31, 2021. The Company does not expect the unrecognized tax benefits to significantly increase or decrease within the next twelve months. The Company recorded no interest and penalties relating to unrecognized tax benefits as of and during the three months ended March 31, 2022 and 2021. The Company is subject to United States federal income tax, as well as taxes by various state jurisdictions.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company has established a full valuation allowance for any deferred taxes.

The Company recorded no interest and penalties relating to unrecognized tax benefits as of and during the three-month periods ended March 31, 2022 and 2021. The Company is subject to U.S. federal income tax, as well as taxes by various state jurisdictions. The Company recorded no income tax expense for the three-month periods ended March 31, 2022 and 2021 due to the loss in 2022 and the lack of net income in 2021.

#### **Note 5 – Stockholders' Equity**

The Company is authorized to issue 1,000,000,000 shares of common stock, par value \$0.0001 per share and an aggregate of 25 shares of preferred stock, par value \$0.001 per share. As of March 31, 2022 and December 31, 2021 there were 53,592,740 and 53,092,740 shares of common stock issued and outstanding, respectively. As of March 31, 2022 and December 31, 2021 there were 20 shares of Special 2021 Series A Preferred Stock ("Series A Preferred") and 2 shares of Special 2021 Series B Preferred Stock ("Series B Preferred") issued and outstanding.

In the quarter ended March 31, 2022, the Company sold a unit of 500,000 shares of common stock plus a warrant to purchase 500,000 shares of common stock at a price of \$0.02 per share, for gross proceeds of \$10,000. The warrant expires on March 13, 2027.

Effective October 26, 2021, 63,910,100 shares of outstanding common stock were canceled by a court order from the Third District, Salt Lake County, Utah.

The Series A Preferred shareholders are entitled to 60% of all votes entitled to vote at each meeting of stockholders of the Company. Each share of Series A Preferred is convertible into common shares at a conversion rate of 1 preferred share to 10,000,000 common shares. The holder of the Series A Preferred can affect the conversion at any time. The conversion is a right and conversion is not required.

The Series A Preferred shareholders shall not be entitled to any dividends and shall not participate in any proceeds available to the Company's shareholders upon the liquidation, dissolution or winding up of the Company.

The Series B Preferred shareholders have no rights with regard to voting, dividends, liquidation or dissolution. Each share of Series B Preferred is convertible, at the option of the holder, into 4.99% of the outstanding common shares at the date of conversion. The holder can affect the conversion into common stock at any time.

## Note 6 – Fair Value

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company has the ability to access at the measurement date.
- Level 2: inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability.

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, we base fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows that could significantly affect the results of current or future value.

## Note 7 – Earnings (Loss) Per Common Share

Earnings per common share data for the three months ended March 31, 2022 and 2021 was computed as follows:

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Net income (loss) attributable to common stockholders - basic	\$ (828)	\$ -
Adjustments to net income (loss)	-	-
Net income (loss) attributable to common stockholders - diluted	<u>\$ (828)</u>	<u>\$ -</u>
Weighted average common shares outstanding - basic	53,187,184	117,002,840
Effect of dilutive securities	-	-
Weighted average common shares outstanding - diluted	<u>53,187,184</u>	<u>117,002,840</u>
Earnings (loss) per share - basic	<u>\$ (0.00)</u>	<u>\$ -</u>
Earnings (loss) per share - diluted	<u>\$ (0.00)</u>	<u>\$ -</u>

In the three months ended March 31, 2022, convertible preferred stock and warrants amounting to 205,486,155 shares of common stock were omitted from the loss per share calculation because their effect was anti-dilutive. In the three months ended March 31, 2021, no dilutive securities were outstanding.

#### **Note 8 – Related Party Transactions**

On June 4, 2021, Benjamin Berry was court appointed receiver of Queench, Inc. in the Third District Court, Salt Lake County, Utah under case No.: 210900266. On June 4, 2021, Benjamin Berry was elected and consented to serve as Chief Executive Officer and Director of the Company.

On June 4, 2021, a Board Resolution authorized the creation of 20 shares of 2021 Series A Preferred Stock and 2 shares of Special 2021 Series B Preferred Stock. The shares were issued to Synergy Management Group, LLC controlled by Benjamin Berry for services rendered.

On December 31, 2021, Benjamin Berry resigned from the Company and sold all outstanding preferred stock to KRTL Biotech Inc. New officers were appointed to the positions of Chief Executive Officer, Chief Operating Officer and Chief Financial Officer.

As of March 31, 2022, the Company owes \$300 to a related party for a cash advance.

#### **Note 9 – Subsequent Events**

The company has evaluated all subsequent events through May 15, 2022. There were no material subsequent events that required recognition or additional disclosure in these financial statements.