

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CODE GREEN APPAREL CORP.

12600 Hill Country Boulevard, Suite R-275
Bee Cave, Texas 78738

612-889-2418
www.artdigitalcorp.com
logan.w.rice@artdigitalcorp.com
SIC Code: 7374

Annual Report For the period ending December 31, 2023 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,288,470,972 shares of common stock as of December 31, 2023, and 4,288,470,972 shares of common stock as of April 1, 2024.

3,838,715,637 shares of common stock 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, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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.

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.

The current name of the Issuer is Code Green Apparel Corp.

Prior names used: In September 2015, the Issuer changed its name to Code Green Apparel Corp.; from November 2012 to September 2015, the Issuer's name was J.D. Hutt Corp.; from November 2009 to November 2012, the Issuer's name was Gold Standard Mining Corp.; from inception, December 11, 2007, to November 2009, the Issuer's name was Fluid Solutions, Inc.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on December 11, 2007.**

Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior incorporation information for the issuer and any predecessors during the past five years:

None.

Describe any trading suspension orders issued by the SEC or FINRA 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:

In October 2023, the Board of Directors and Majority Shareholder authorized a 1:160 reverse split of the Company's common stock.

Address of the issuer's principal executive office:

12600 Hill Country Blvd., Suite R-275, Bee Cave, Texas 78738

Address of the issuer's principal place of business:

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

N/A

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: Pacific Stock Transfer Co., Inc.

Phone: 702-361-3033

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

Publicly Quoted or Traded Securities

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

Trading symbol:	CGAC	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	19189Y207	
Par or stated value:	\$.001	
Total shares authorized:	10,000,000,000	as of date: 4/1/2024
Total shares outstanding:	4,288,470,972	as of date: 4/1/2024
Total number of shareholders of record:	104	as of date: 4/1/2024

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

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

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	Series A Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	1,000 as of date: 4/1/2024
Total shares outstanding (if applicable):	1,000 as of date: 4/1/2024
Total number of shareholders of record	One (1) as of date: 4/1/2024

Exact title and class of the security:	Series B Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	200,000 as of date: 4/1/2024
Total shares outstanding (if applicable):	0 as of date: 4/1/2024
Total number of shareholders of record	0 as of date: 4/1/2024

Exact title and class of the security:	Series C Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	100,000 as of date: 4/1/2024
Total shares outstanding (if applicable):	100,000 as of date: 4/1/2024
Total number of shareholders of record	3 as of date: 4/1/2024

Exact title and class of the security:	Series D Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	100,000 as of date: 4/1/2024
Total shares outstanding (if applicable):	100,000 as of date: 4/1/2024
Total number of shareholders of record	4 as of date: 4/1/2024

Security Description:

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

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

We have never declared or paid any cash dividends on our common stock.

As part of our new business plan, however, we intend to pay cash dividends to all holders of our capital stock, including holders of common stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount, for any determination period, equal to (1) total revenues from sales of company-mined Bitcoin, (2) less total costs of Bitcoin mined by the company, (3) less cash operating expenses of the company, (4) less cash paid by the company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 15.0% of Available Cash distributed to the holders of Common Stock.
- 22.5% of Available Cash distributed to the holder(s) of Series A Preferred Stock.
- 20.0% of Available Cash distributed to the holder(s) of Series C Preferred Stock.
- 42.5% of Available Cash distributed to the holder(s) of Series D Preferred Stock.

Our Board of Directors has not yet declared any dividend, in this regard.

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

Series A Preferred Stock. Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock has no rights of conversion. The Series A Preferred Stock, as a class, is entitled to receive, as dividends, 22.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals five thousandths of a percent (0.005%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into five percent (5.0%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

Series B Preferred Stock. Each share of Series B Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series B Preferred Stock is stated, in the filed certificate of designation (the “Series B Designation”), to possess conversion rights. However, the relevant provisions in the Series B Designation fail to state a conversion price or conversion ratio. The Series B Preferred Stock has the right to participate in any dividends declared by our Board of Directors with respect to our common stock.

Series C Preferred Stock. Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series C Preferred Stock has no rights of conversion. The Series C Preferred Stock, as a class, is entitled to receive, as dividends, 20.0% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible at any time into a number

of shares of the Company's common stock that equals five hundred-thousandths of a percent (0.00005%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into five percent (5.0%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series D Preferred Stock. Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series D Preferred Stock has no rights of conversion. The Series D Preferred Stock, as a class, is entitled to receive, as dividends, 42.5% of "Available Cash," as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series D Preferred Stock. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals fifteen ten-thousandths of a percent (0.00015%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into fifteen percent (15.0%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

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

None.

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.

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.

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)

Number of Shares outstanding as of January 1, 2022	Opening Balance: Common: 3,266,796,092 Preferred: Series A: 1,000 Series B: 65,000								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/5/2022	New Issuance	133,892,933	Common Stock	\$0.0006	Yes	More Capital Partners LP (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

1/10/2022	New Issuance	97,816,081	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/14/2022	New Issuance	166,608,331	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/31/2022	New Issuance	53,159,000	Common Stock	\$0.0002	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
5/18/2022	New Issuance	95,962,200	Common Stock	\$0.0003	Yes	Oscaleta Partners (Steven Hicks)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/27/2022	New Issuance	5,000,000	Common Stock	\$0.0005	Yes	Angelo Communications Inc. (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/28/2022	New Issuance	20,000,000	Common Stock	\$0.0005	Yes	Dysfunctional Rehabilitation Limited (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	(65,000)	Series B Preferred Stock	N/A	N/A	Eric Scheffey	N/A	N/A	N/A
3/11/2023	New Issuance	33,334	Series C Preferred Stock	\$0.52865	No	Logan W. Rice	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	33,333	Series C Preferred Stock	\$0.52865	No	Linrick Industries, LLC (Linda S. Rice)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	33,333	Series C Preferred Stock	\$0.52865	No	Partnership Holdings, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	50,000	Series D Preferred Stock	\$10.8346	No	The Linda Sue Rice Living Trust (Linda S. Rice)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	15,000	Series D Preferred Stock	\$10.8346	No	Partnership Holdings, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	21,000	Series D Preferred Stock	\$10.8346	No	ULP Investments, LLC (Michael Johander)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	14,000	Series D Preferred Stock	\$10.8346	No	Bristol Cheese, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/31/2023	New Issuance	167,002,800	Common Stock	N/A	Yes	Oscaleta Partners (Steven Hicks)	Conversion of Note	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0003	No	Booski Consulting, LLC (Logan W. Rice)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0003	No	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	4,597,363	Common Stock	\$0.0003	No	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0004	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	7,815,517	Common Stock	\$0.0003	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	10,573,935	Common Stock	\$0.0003	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended

8/21/2023	New Issuance	4,597,363	Common Stock	\$0.0004	No	Partnership Holdings, LLC (Daniel Bishop)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	16,090,771	Common Stock	\$0.0003	No	The Linda Sue Rice Living Trust (Linda S. Rice)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	11,493,408	Common Stock	\$0.0004	No	ULP Investments, LLC (Michael Johander)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/22/2023	New Issuance	200,000,000	Common Stock	\$0.0006	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
Shares Outstanding as of April 1, 2024	<u>Ending Balance:</u> Common: 4,288,470,972 Preferred: Series A: 1,000 Series B: -0- Series C: 100,000 Series D: 100,000								

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
3/13/2023	\$192,403.33	\$192,403.33	\$0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	More Capital Partners, LP.	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$0	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	George J. Powell III	Loan
6/5/2017	\$150,000.00	\$150,000.00	\$0	3/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC	Loan
3/30/2023	\$230,000	\$230,000	\$0	3/30/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Booski Consulting, LLC (Logan W. Rice)	Loan

3/31/2023	\$230,000	\$230,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
3/31/2023	\$115,000	\$115,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Daniel Bishop)	Loan
4/14/2023	\$402,500	\$402,500	\$0	4/14/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
4/26/2023	\$105,500	\$105,500	\$0	4/26/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
5/1/2023	\$287,500	\$287,500	\$0	5/1/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	ULP Investments, LLC (Michael Johander)	Loan
5/12/2023	\$230,000	\$230,000	\$0	5/12/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
6/13/2023	\$264,500	\$264,500	\$0	6/13/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
6/23/2023	\$115,000	\$115,000	\$0	6/23/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
9/5/2023	\$64,400	\$64,400	\$0	9/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$150,000	\$150,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$300,000	\$300,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Daniel Bishop)	Loan

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

Recent Change in Control

At the close of business on March 3, 2023, there occurred a change in control of our company, whereby Logan William Rice purchased securities representing voting control of our company from George J. Powell III. In conjunction with the change-in-control transaction, our former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as our current sole director. In addition, Mr. Rice was appointed as CEO and Secretary of our company; Ms. Currier remains as CFO of our company.

Following the change-in-control transaction, and in light of our company's failure to establish a viable business, our Board of Directors adopted a new business model for our company, to wit: our company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock.

Also in conjunction with such change in control, we acquired two going businesses engaged in Bitcoin mining. (See "New Business Operations" below).

Change in "Shell" Status

Effective March 13, 2023, we acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin "miners," that is, the specialized computer hardware that process the algorithms to validate "blocks" of transactions and add them to the public ledger, thereby building a "blockchain." All of the Bitcoin "miners" were purchased with cash by their former owners.

We acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; we acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, our Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of our Series C Preferred Stock.

Until our acquisition of Operating Group 1 and Operating Group 2, our company identified itself as a "shell company." Effective with our acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, our company ceased to be a "shell company."

New Business Operations

With the acquisitions of Operating Group 1 and Operating Group 2, our company now operates as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock.

Overview

Our company is a Bitcoin mining company. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin's blockchain ledger. Bitcoin miners expend significant amounts of computer processing power – hash rate – to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

Our Business Model

We will treat our mined Bitcoin as a traditional commodity, in the manner of a traditional gold mining company, for example. We will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined "Available Cash," as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

There is no assurance that our Bitcoin mining operations will ever generate sufficient funds to produce "Available Cash" for dividend distribution.

Our overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party's secure Bitcoin mining facility, while maintaining low operating expenses. All of our Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield "Available Cash" for dividend distribution to holders of our capital stock.

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

Stratus Digital, LLC, a Wyoming limited liability company.

C. Describe the issuer's principal products or services.

Our company is a Bitcoin mining company. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin's blockchain ledger. Bitcoin miners expend significant amounts of computer processing power – hash rate – to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

5) Issuer's Facilities

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

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

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

We lease our principal office located in Bee Cave, Texas. Each of our Bitcoin miners is located at a third-party's secure location in Texas, Ohio and South Carolina, pursuant to separate lease agreements. We own no real property.

6) Officers, Directors and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

The goal of this section is to provide investors 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 owners.

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
Logan William Rice	Sole Director, Chief Executive Officer and Secretary	Dripping Springs, Texas	-0-	Common Stock	0%	
			1,000	Series A Preferred Stock	100%	See Note A below.
			33,334	Series C Preferred Stock	33.34%	See Note B below.
Note A	The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.					
Note B	Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval.					

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None
2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None
3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None
4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above;

None
5. Been the subject 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
6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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

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

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Eric Newlan, Esq.
Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Graham Michitsch
Cherry Bekaert Advisory LLC
Address 1: 1111 Metropolitan Ave, Suite 900
Address 2: Charlotte, North Carolina 28204
Phone: 703-584-0252
Email: graham.michitsch@cbh.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: @artdigitalcorp
Discord: N/A
LinkedIn: N/A
Facebook: N/A
Instagram: N/A

Other Service Providers

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

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

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Eric Newlan**

Title: **Managing Member, Newlan Law Firm, PLLC**

Relationship to Issuer: **Outside Counsel**

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

☐ IFRS

☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Graham Michitsch**

Title: **Senior Manager, Accounting Advisory, Cherry Bekaert Advisory LLC**

Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements⁽⁵⁾: **Mr. Michitsch, as a Senior Manager of Cherry Bekaert Advisory LLC, is experienced in the collection of financial data.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

[CERTIFICATION PAGE FOLLOWS]

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

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, Logan William Rice, certify that:

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

Dated: April 1, 2024

/s/ Logan William Rice
Chief Executive Officer

Principal Financial Officer:

I, Logan William Rice, certify that:

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

Dated: April 1, 2024

/s/ Logan William Rice
Chief Financial Officer

CODE GREEN APPAREL CORP.
Unaudited Balance Sheets

	12/31/23	12/31/22
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 29,015	\$ ---
Total current assets	29,015	---
FIXED ASSETS		
Bitcoin mining equipment	\$ 3,152,337	\$ ---
Other fixed assets	1,574	
Accumulated depreciation	(440,355)	---
Total fixed assets	2,713,556	---
OTHER ASSETS		
Prepaid expenses	26,324	---
Escrow receivable	65,000	---
Total other assets	115,715	---
INTANGIBLE ASSETS		
Bitcoin	115,715	---
Total intangible assets	115,715	---
TOTAL ASSETS	\$ 142,287	\$ ---
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Current liabilities		
Accounts payable	\$ 61,472	\$ 15,500
Accrued interest	6,894	---
Accrued salary	146,000	---
Convertible notes	576,153	607,860
Discount on notes payable	(283,212)	---
Notes payable - ST	2,416,595	---
Premium on notes payable	---	---
Total current liabilities	2,923,903	646,618
TOTAL LIABILITIES	\$ 2,923,903	\$ 649,618
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized		
<u>Series A:</u> 1,000 shares authorized, 1,000 and 1,000 shares issued and outstanding at December 31, 2023 and 2022, respectively	\$ 1	\$ 1
<u>Series B:</u> 200,000 shares authorized, -0- and 65,000 shares issued and outstanding at December 31, 2023 and 2022, respectively	65	65
<u>Series C:</u> 100,000 shares authorized, 100,000 and -0- shares issued and outstanding at December 31, 2023 and 2022, respectively	100	---
<u>Series D:</u> 100,000 shares authorized, 100,000 and -0- shares issued and outstanding at December 31, 2023 and 2022, respectively	100	---
Common stock, \$0.001 par value, 10,000,000,000 shares authorized, 4,288,470,972 and 3,838,715,637 shares issued and outstanding at December 31, 2023 and 2022, respectively	4,288,471	2,510,845
Additional paid-in capital		
Retained earnings (accumulated deficit)	9,165,677	10,108,506
	(13,428,641)	(13,269,041)
Total stockholders' equity	25,708	(649,618)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,949,611	\$ ---

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

CODE GREEN APPAREL CORP.
Unaudited Statements of Operations

	Year Ended 12/31/23	Year Ended 12/31/22
Mining revenue	\$ 850,824	\$ ---
Cost of revenue, hosting costs	514,734	---
Gross profit (loss)	336,090	---
Operating Expenses		
Payroll	271,000	---
Advertising and promotion	3,333	---
Computer and internet expense	808	---
Dues and subscriptions	1,752	---
Exchange fees	2,500	---
Legal and professional fees	75,544	---
Accounting fees	15,975	---
Supplies and materials	8,957	---
Office supplies	59	---
Bank service charges	770	---
Other expense	119	---
State filing fees	18,321	---
Travel	68	---
Website and website maintenance	7,887	---
Depreciation	438,781	---
Interest expense	56,101	468,753
General and administrative	---	17,100
Total expenses	901,975	485,853
Net operating loss	(565,885)	(485,853)
Other income (expense)		
Gain on sale of Bitcoin	51,340	---
Forgiveness of debt	365,871	348,411
Interest income	8	---
Total other income (expense)	417,220	348,411
Net loss before taxes	(148,666)	(137,442)
Income tax expense	---	---
Net loss	<u>\$ (148,666)</u>	<u>\$ (137,442)</u>
Net profit (loss) per common share		
Basic	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding		
Basic	<u>4,117,470,811</u>	<u>3,176,612,663</u>
Diluted	<u>4,117,470,811</u>	<u>3,176,612,663</u>

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

CODE GREEN APPAREL CORP.
Unaudited Statement of Changes in Stockholders' Equity (Deficit)
For the Years Ended December 31, 2023 and 2022

	Preferred Stock								Common Stock					Total Stockholders' Equity (Deficit)
	Series A		Series B		Series C		Series D							
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings		
Balance, December 31, 2021	1,000	\$ 1	40,000	\$ 40	---	\$ ---	---	\$ ---	---	3,266,277,092	\$ 1,256,761	\$ 10,457,268	(13,131,599)	\$ (1,417,529)
Common stock issued	---	---	---	---	---	---	---	---	572,438,545	2,581,954	(1,671,631)	---	---	910,323
Series B preferred stock issued	---	---	25,000	25	---	---	---	---	---	---	---	---	---	25
Net loss	---	---	---	---	---	---	---	---	---	---	---	(137,436)	---	(137,436)
Balance, December 31, 2022	1,000	1	60,000	60	---	---	---	---	---	3,838,715,637	3,838,715	8,785,637	(13,269,041)	(644,617)
Series B preferred stock cancelled	---	---	(60,000)	(60)	---	---	---	---	---	---	---	---	---	(60)
Series C preferred stock issued	---	---	---	---	100,000	100	---	---	---	---	54,153	---	---	54,253
Series D preferred stock issued	---	---	---	---	---	---	100,000	100	---	---	1,109,736	---	---	1,109,836
Common stock issued	---	---	---	---	---	---	---	---	167,003,000	167,000	---	---	---	---
Restructure / recapture of notes payable	---	---	---	---	---	---	---	---	---	---	(334,164)	---	---	(334,164)
Common stock issued	---	---	---	---	---	---	---	---	282,752,335	282,756	449,685	---	---	36,582
Net loss	---	---	---	---	---	---	---	---	---	---	---	(148,666)	---	(148,666)
Balance, December 31, 2023	1,000	\$ 1	---	\$ ---	100,000	\$ 100	100,000	\$ 100	4,288,470,972	\$ 4,288,471	\$ 9,165,677	\$ (13,428,641)	\$ ---	25,708

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

CODE GREEN APPAREL CORP.
Unaudited Statements of Cash Flows
For the Years Ended December 31, 2023 and 2022

	Year Ended 12/31/23	Year Ended 12/31/22
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (148,666)	\$ (137,442)
Adjustments to reconcile net loss to net cash used for operating activities:		
Bitcoin available for sale	(115,715)	---
Escrow deposit	(65,000)	---
Accounts payable	24,714	134,574
Accrued expenses	152,894	---
Net cash used for operating activities	(151,773)	(2,868)
CASH FLOWS FROM INVESTING ACTIVITIES		
Accumulated depreciation	438,781	1,574
Capital expenditures	(3,152,337)	---
Prepaid expenses	(26,324)	---
Net cash used for investing activities	(2,739,880)	(1,574)
CASH FLOWS FROM FINANCING ACTIVITIES		
Additional paid-in capital	829,725	---
Preferred stock	200	32
Convertible notes	(310,107)	---
Notes payable	2,422,716	---
Net cash provided by financing	2,920,668	32
Net increase (decrease) in cash and cash equivalents	29,015	(2,868)
Cash and cash equivalents at beginning of period	---	2,868
Cash and cash equivalents at end of period	<u>\$ 29,015</u>	<u>\$ ---</u>

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

CODE GREEN APPAREL CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
SEPTEMBER 30, 2023

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Code Green Apparel Corporation (the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Nevada on September 2, 2014. Since March 2023, the Company has operated as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” to the holders of the Company’s capital stock.

Change in Control

At the close of business on March 3, 2023, there occurred a change in control of the Company, whereby Logan William Rice purchased securities representing voting control of the Company from George J. Powell III. In conjunction with the change-in-control transaction, the Company’s former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as the Company’s current sole director. In addition, Mr. Rice was appointed as CEO and Secretary of the Company.

New Plan of Business

Following the change-in-control transaction, and in light of the Company’s failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: the Company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by the Board of Directors) to the holders of the Company’s capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

The overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party’s secure Bitcoin mining facility, while maintaining low operating expenses. All of the Company’s Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield “Available Cash” for dividend distribution to holders of the Company’s capital stock.

Debt Forgiveness Agreement

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

First Amended and Restated Promissory Note

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the “Amended Powell Note”) to the Company’s former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows:

- (a) \$35,000 of the principal (the “Cash Payment Amount”) shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company’s common stock made pursuant to the Company’s first-qualified Regulation A offering statement;
- (b) all unpaid principal and interest in excess of the Cash Payment Amount (the “Stock Payment Amount”) shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and
- (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

Executive Services Agreement

Effective March 3, 2023, the Company entered into an Executive Services Agreement with its Chief Financial Officer, Caren Currier. Under such agreement, the Company is obligated to pay Ms. Currier \$1,000 per month through June 2023.

Repayment of Expenses Advanced by Officer

In conjunction with the change-in-control transaction, the Company’s former Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company’s behalf.

Consolidated Convertible Promissory Note

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the “Consolidated More Note”) to More Capital Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company’s first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

Asset Purchase Agreements – Change in “Shell” Status

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as “Operating Group 1” and “Operating Group 2.”

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted December 31 fiscal year end.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company had \$29,015 and \$-0- of cash as of December 31, 2023, and December 31, 2022, respectively.

Fair Value of Financial Instruments

ASC topic 820 “Fair Value Measurements and Disclosures” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets.

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of accounts payable and the Company’s loan from shareholder approximates its fair value due to their short-term maturity.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Use of Estimates

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

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income (loss) applicable to common shareholders by the weighted average number of common shares during the period. Diluted income (loss) per share is calculated by dividing the Company's net income (loss) 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. There are no such common stock equivalents outstanding as of December 31, 2023 and 2022. In loss years, common stock equivalents would not be included as they would be anti-dilutive.

Comprehensive Income

The Company has established standards for the reporting of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, the Company has only recently begun to produce revenues from operations. The Company currently is attempting to achieve a stabilized stream of revenues sufficient to cover operating costs over an extended period of time. This raises substantial doubt about its ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

NOTE 4 – CAPITAL STOCK

Designations of Series of Preferred Stock

In April 2023, the Board of Directors revised the Series A Preferred Stock designation and designated Series C Preferred Stock and Series D Preferred Stock.

Series A Preferred Stock

Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock, as a class, is entitled to receive, as dividends, 22.5% of "Available Cash," as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals two hundred twenty-five ten-thousandths of a percent (0.0225%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into twenty-two and one-half percent (22.5%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At June 30, 2023, 1,000 shares of Series A Preferred Stock are issued and outstanding.

Series B Preferred Stock

Each share of Series B Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series B Preferred Stock is stated, in the filed certificate of designation (the "Series B Designation"), to possess conversion rights. However, the relevant provisions in the Series B Designation fail to state a conversion price or conversion ratio. The Series B Preferred Stock has the right to participate in any dividends declared by our Board of Directors with respect to our common stock. At June 30, 2023, no shares of Series B Preferred Stock are issued and outstanding.

Series C Preferred Stock

Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series C Preferred Stock, as a class, is entitled to receive, as dividends, 20.0% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals two ten thousandths of a percent (0.0002%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into twenty percent (20.0%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At June 30, 2023, 100,000 shares of Series C Preferred Stock are issued and outstanding.

Series D Preferred Stock

Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series D Preferred Stock, as a class, is entitled to receive, as dividends, 42.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series D Preferred Stock. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals four hundred twenty-five millionths of a percent (0.000425%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into forty-two and one-half percent (42.5.0%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At June 30, 2023, 100,000 shares of Series D Preferred Stock are issued and outstanding.

Preferred Stock Issuances

During the six months ended June 30, 2023, the Company issued a total of 100,000 shares of Series C Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$54,253 and a total of 100,000 shares of Series D Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$1,109,836.

Common Stock Issuances

During the year ended December 31, 2023, the Company issued a total of 449,755,335 shares of common stock.

During the year ended December 31, 2022, the Company issued a total of 547,438,545 shares of common stock.

NOTE 5 – COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

NOTE 6 – CHANGE IN CONTROL

At the close of business on March 3, 2023, there occurred a change in control of the Company, whereby Logan William Rice purchased securities representing voting control of the Company from George J. Powell III. In conjunction with the change-in-control transaction, the Company’s former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as the Company’s current sole director. Mr. Rice serves as the Company’s CEO and CFO.

NOTE 7 – NEW PLAN OF BUSINESS

Following the change-in-control transaction, and in light of the Company's failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: the Company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by the Board of Directors) to the holders of the Company's capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined "Available Cash," as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

The overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party's secure Bitcoin mining facility, while maintaining low operating expenses. All of the Company's Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield "Available Cash" for dividend distribution to holders of the Company's capital stock.

NOTE 8 – DEBT FORGIVENESS AGREEMENT

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

NOTE 9 – FIRST AMENDED AND RESTATED PROMISSORY NOTE

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the "Amended Powell Note") to the Company's former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows: (a) \$35,000 of the principal (the "Cash Payment Amount") shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company's common stock made pursuant to the Company's first-qualified Regulation A offering statement; (b) all unpaid principal and interest in excess of the Cash Payment Amount (the "Stock Payment Amount") shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

NOTE 10 – EXECUTIVE SERVICES AGREEMENT

Effective March 3, 2023, the Company entered into an Executive Services Agreement with its Chief Financial Officer, Caren Currier. Under such agreement, the Company is obligated to pay Ms. Currier \$1,000 per month through June 2023.

NOTE 11 – REPAYMENT OF EXPENSES ADVANCED BY OFFICER

In conjunction with the change-in-control transaction, the Company's Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company's behalf.

NOTE 12 – CONSOLIDATED CONVERTIBLE PROMISSORY NOTE

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the "Consolidated More Note") to More Capital Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company's first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

NOTE 13 – ASSET PURCHASE AGREEMENT; CHANGE IN "SHELL" STATUS

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin "miners," that is, the specialized computer hardware that process the algorithms to validate "blocks" of transactions and add them to the public ledger, thereby building a "blockchain." All of the Bitcoin "miners" were purchased with cash by their former owners.

The Company acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; the Company acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, the Company's Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of the Company's Series C Preferred Stock.

Until the acquisition of Operating Group 1 and Operating Group 2, the Company identified itself as a "shell company." Effective with the acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, the Company ceased to be a "shell company."

NOTE 14 – EMPLOYMENT AGREEMENT

In April 2023, the Company entered into an employment with Logan William Rice, our Chief Executive Officer, with an initial term through December 31, 2024, with one-year renewals, unless terminated. Mr. Rice shall receive an annual base salary of \$240,000, a \$25,000 signing bonus and, if awarded by the Board of Directors, Mr. Rice shall be eligible to earn an annual cash bonus award based on the achievement level of performance on objectives adopted by the Board of Directors. During each fiscal year, if the target level of Mr. Rice's annual bonus will be 25% of his base salary. For the fiscal year ending December 31, 2023, the minimum annual bonus payable to Mr. Rice shall be \$60,000.

NOTE 15 – PROMISSORY NOTES

At December 31, 2023, the Company had outstanding the senior secured promissory notes indicated in the table below.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
3/13/2023	\$192,403.33	\$192,403.33	\$-0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	More Capital Partners, L.P.	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$0	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	George J. Powell III	Loan
6/5/2017	\$150,000.00	\$150,000.00	\$0	3/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC	Loan
3/30/2023	\$230,000	\$230,000	\$0	3/30/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Booski Consulting, LLC (Logan W. Rice)	Loan
3/31/2023	\$230,000	\$230,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
3/31/2023	\$115,000	\$115,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Daniel Bishop)	Loan
4/14/2023	\$402,500	\$402,500	\$0	4/14/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
4/26/2023	\$105,500	\$105,500	\$0	4/26/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
5/1/2023	\$287,500	\$287,500	\$0	5/1/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of	ULP Investments, LLC (Michael Johander)	Loan

					conversion		
5/12/2023	\$230,000	\$230,000	\$0	5/12/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
6/13/2023	\$264,500	\$264,500	\$0	6/13/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
6/23/2023	\$115,000	\$115,000	\$0	6/23/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
9/5/2023	\$64,400	\$64,400	\$0	9/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$150,000	\$150,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$300,000	\$300,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Daniel Bishop)	Loan

NOTE 16 – CONVERTIBLE PROMISSORY NOTES

As of September 30, 2023, the Company had outstanding the convertible promissory notes indicated in the table below.

Date of Note Issuance	Outstanding Balance	Principal Amount at Issuance	Accrued Interest	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
3/13/2023	\$192,403.33	\$192,403.33	\$ -0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	More Capital, LLC	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$ -0-	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	George J. Powell, III	Loan
6/5/2017	\$150,000.00	\$150,000.00	\$ -0-	6/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC	Loan

NOTE 17 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 1, 2023.

***** End of Report *****