

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

**Sack Lunch Productions, Inc.**

3415 South Eastwood Dr  
Salt Lake City, Utah 84109

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801-580-7172

SIC Code 7900

**Quarterly Report**

**For the Period Ending:**

September 30, 2024

(the "Reporting Period")

As of September 30, 2024, the number of shares outstanding of our Common Stock was:  
86,085,305.

As of December 31, 2022, the number of shares outstanding of our Common Stock was:  
86,085,305.

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:

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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.

**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.

Sack Lunch Productions, Inc. (SAKL) or (Issuer) was originally incorporated in the State of Colorado on April 20, 1987 as Metropolitan Acquisition Corporation. On October 5, 2000, SAKL merged with a Nevada corporation with the same name, effectively changing its state of domicile from Colorado to Nevada. In 2009, SAKL changed its domicile to the State of Utah through a merger with a Utah corporation with the same name.

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):

Utah – Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated, or that occurred within the past 12 months: The Issuer closed on the acquisition of Marmalade Salon, LLC on March 23, 2023, an operating entity with approximately 20 employees.

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

3415 South Eastwood Dr  
Salt Lake City, Utah 84109

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

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

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

Yes:  No:

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

**2) Security Information**

Transfer Agent

Name: Standard Registrar & Transfer Co., Inc.  
Phone: 801-571-8844  
Email: Info@standardregistrar.com  
Address: 440 East 400 South, Suite 200, Salt Lake City, UT 84111

Is the Transfer Agent registered under the Exchange Act? Yes:  No:

Trading symbol:	SAKL	
Exact title and class of securities outstanding:	Common	
CUSIP:	785765207	
Par or stated value:	.0001	
Total shares authorized:	990,000,000	as of date: September 30, 2024
Total shares outstanding:	86,085,305	as of date: September 30, 2024
Number of shares in the Public Float:	9,999,381	as of date: September 30, 2024
Total number of shareholders of record:	67	as of date: September 30, 2024

*All additional class(es) of publicly traded securities (if any): None*

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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.

**Other classes of authorized or outstanding equity securities:**

Exact title and class of securities outstanding:	Class A Preferred	
CUSIP:	N/A	
Par or stated value:	.001	
Total shares authorized:	2,500,000	as of date: September 30, 2024
Total shares outstanding:	0	as of date: September 30, 2024
Total number of shareholders of record:	0	as of date: September 30, 2024

Exact title and class of securities outstanding:	Class B Preferred	
CUSIP:	N/A	
Par or stated value:	.001	
Total shares authorized:	20,000,000	as of date: September 30, 2024
Total shares outstanding:	14,250,000	as of date: September 30, 2024
Total number of shareholders of record:	1	as of date: September 30, 2024

Trading symbol:

Exact title and class of securities outstanding:	Class C Preferred	
CUSIP:	N/A	
Par or stated value:	.001	
Total shares authorized:	2,500,000	as of date: September 30, 2024
Total shares outstanding:	0	as of date: September 30, 2024
Total number of shareholders of record:	0	as of date: September 30, 2024

Exact title and class of securities outstanding:	Series D Preferred	
CUSIP:	N/A	
Par or stated value:	.001	
Total shares authorized:	200,000	as of date: September 30, 2024
Total shares outstanding:	0	as of date: September 30, 2024
Total number of shareholders of record:	0	as of date: September 30, 2024

**Security Description:**

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

As of September 30, 2024, the common stock holds voting rights of one vote per share. It has no dividend or preemptive rights

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

The Issuer is authorized to issue a total of 50,000,000 shares of preferred stock with a par value of \$0.001 per share. The Preferred Stock can be issued in various series with varying dividend rates and preferences. As of September 30, 2024, the Issuer has 4 Series of Preferred shares Designated with various rights including Series A, B, C and D.

**Series A Preferred**

The Series A Preferred shall have the voting powers, preferences and relative, participating, optional and other special rights, qualifications, limitations and restrictions as follows:

A. **Designation and Amount.** Of the currently authorized preferred stock, Five Million (5,000,000) shares of par value \$0.001 preferred stock shall be designated as shares of "Series A Convertible Preferred Stock" and carry a stated conversion value of \$10.00 per share.

B. **Rank.** The Series A Preferred shall be senior to the Common Stock and any other series or class of the Company's Preferred Stock including Series B and C Preferred Stock.

C. **Liquidation Rights.** In the event of liquidation, dissolution, or winding up of the Company, the board of director shall redeem the Series A Preferred Stock by issuing shares of Common Stock based upon the closing price of the shares of common stock on the date the Company is deemed liquidated, dissolved, or wound up. In the event the Company's Common Stock is not publicly traded, the board of directors may redeem the Series A Preferred Shares based upon the book value of the Company's Common Stock on a fully diluted, pro rata basis.

The following events shall be treated as or deemed to be liquidation hereunder:

(a) A merger, consolidation or reorganization of the Company that wholly changes the Company's operations and management;

(b) A sale or other transfer of all or substantially all of the Company's assets, excepting a spin-off transaction or stock dividend issued in a subsidiary of the Company as more fully described in paragraph 3 below;(c) A sale of 80% or more of the Company's capital stock then issued and outstanding;

D. **Voting Rights.** In any and all matters the Series A Preferred shall have voting rights in any matter presented to the shareholders of the common stock of the Company on the basis of ten votes for each share of Series A Preferred Stock issued and outstanding. Matters affecting the rights of holders of Series A Preferred shares to dividends or affecting their liquidation rights shall be presented to holders thereof for a vote of approval as herein provided for and for no other purpose. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series A Preferred shall not be subject to adjustment unless such stock split shall be applied to the Series A Preferred.

### 3. **Dividends**

The holders of the Series A Preferred shall be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company, to be paid in cash or in Market Value of the Company's common stock at the election of the Company. "Market Value", for the purposes of this Certificate of Determination shall mean the average of the bid and ask prices for the common stock of the Company for the five business days preceding the declaration of a dividend by the Board of Directors.

Without prior written consent of the majority of the holders of Series A Preferred, so long as any shares of Series A Preferred shall be outstanding, the Company shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise, nor shall the Company make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Company or any of its subsidiaries of which it owns not less than 51% of the outstanding voting stock, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Series A Preferred shall have been entitled for all previous dividend periods shall have been paid or declared and a sum of money sufficient for the payment thereof and the Redemption Price is set apart.

The spin off or any distribution of ownership consisting of any shares of a subsidiary of the Company, as designated as such by the Board of Directors, shall be handled on the basis of treating all issued and outstanding shares of common stock and Series A Preferred on the same basis, that is that each share of each of these two classes shall receive the same distribution for each share issued and outstanding in each of the two classes and shall be treated on an equal or identical basis for the purposes set forth in this paragraph.

### 4. **Conversion**

The Series A Preferred shall have the following conversion rights (the "Conversion Rights"):

A. Holder's Optional Right to Convert. Each share of Series A Preferred shall be convertible, at the option of the holder(s), on the Conversion Basis in effect at the time of conversion. Such right to convert shall commence as of the Issue Date and shall continue thereafter for a period of ten years, such period ending on the tenth anniversary of the Issue Date. In the event that the holder(s) of the Series A Preferred elect to convert such shares into Common Stock, the holder(s) shall have ten (10) days from the date of such notice in which to tender their shares of Series A Preferred to the Company.

B. Conversion Basis. Each share of Series A Preferred shall be convertible into that number of shares of the Company's Common Stock, equal in value to Ten Dollars (\$10.00). The board of directors shall approve and make the final determine of the conversion rate or value based upon the average closing prices for the common stock for the five day period preceding the notice of conversion made by the Holder (s). Mechanics of Conversion. Before any holder of Series A Preferred shall be entitled to convert the same into shares of Common Stock, such holder shall (i) give written notice to the Company, at the office of the Company, that he elects to convert the same and shall state therein the number of shares of Series A Preferred being converted; and (ii) surrender the certificate or certificates therefor, duly endorsed. Thereupon the Company shall have a period of ninety (90) days within which to issue and deliver to such holder of Series A Preferred a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. The conversion shall be deemed to have been made and the resulting shares of Common Stock shall be deemed to have been issued immediately prior to the close of business on the date of such notice and surrender of the shares of Series A Preferred.

## 5. **Redemption**

Subject to the applicable provisions of Utah law, the Company, at the option of its directors, may at any time or from time to time redeem the whole or any part of the outstanding Series A Preferred. Upon redemption the Company shall pay for each share redeemed the amount of Ten Dollars (\$10.00) per share, payable in cash or common stock of the Company.

## **Series B Preferred**

The Series B Preferred shall have the voting powers, preferences and relative, participating, optional and other special rights, qualifications, limitations and restrictions as follows:

A. Designation and Amount. Out of the presently authorized preferred shares, Fifteen Million (20,000,000) shares of par value \$0.001 preferred stock shall be designated as shares of Series B Convertible Preferred Stock and par value shall remain at \$0.001 per share.

B. Rank. The Series B Preferred shall be senior to the Common Stock and any subsequently authorized series or class of the Company's Preferred Stock.

### C. Liquidation Rights.

(i) In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of the Series B Preferred then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect of any outstanding capital stock of the Company, an amount equal to \$0.001 per share. Then all of the assets of the Company available to be distributed shall be distributed ratably to the holders of the Series A and B Preferred and then to the holders of other outstanding shares of capital stock of the Company. If upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series B Preferred shall be insufficient to permit the payment to the holders thereof the full preferential amount as provided herein, then such available assets shall be distributed ratably to the holders of the Series B Preferred.

- (ii) None of the following events shall be treated as or deemed to be a liquidation hereunder:
  - (a) A merger, consolidation or reorganization of the Company;
  - (b) A sale or other transfer of all or substantially all of the Company's assets;
  - (c) A sale of 50% or more of the Company's capital stock then issued and outstanding;
  - (d) A purchase or redemption by the Company of stock of any class; or
  - (e) Payment of a dividend or distribution from funds legally available therefor.

D. **Voting Rights.** In all matters the Series B Preferred shall have voting rights equal to 100 shares of the Common Stock and any proposal upon which a vote of shareholders is taken must receive a majority of the votes from the Series B Preferred shares and the Common Stock to be approved. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series B Preferred shall not be subject to adjustment unless such stock split shall be applied to the Series B Preferred.

### 3. **Dividends**

The holders of the Series B Preferred shall be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company, to be paid in cash or in Market Value of the Company's common stock at the election of the Company. "Market Value", for the purposes of this Certificate of Determination shall mean the average of the bid and ask prices for the common stock of the Company for the five business days preceding the declaration of a dividend by the Board of Directors.

Without prior written consent of the majority of the holders of Series B Preferred, so long as any shares of Series B Preferred shall be outstanding, the Company shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise, nor shall the Company make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Company or any of its subsidiaries of which it owns not less than 51% of the outstanding voting stock, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Series B Preferred shall have been entitled for all previous dividend periods shall have been paid or declared and a sum of money sufficient for the payment thereof and the Redemption Price is set apart.

### 4. **Conversion**

The Series B Preferred shall have conversion rights into shares of the common stock of one (1) share of Common Stock for each 10 (ten) shares of Series B Preferred. The Series B preferred stock holds voting rights equal to 100 shares of common stock for each share of the Series B Preferred Stock issued. The Series B shares may be converted into one share of common stock for each ten shares of Series B Preferred.

### 5. **No Redemption rights for Series B Preferred.**

### **Series C Preferred**

The Series C Preferred shares may be converted into \$5.00 worth of common stock and are subject to redemption by SAKL upon a \$5.00 cash payment. The Series C Preferred shares hold voting rights equal to 1 share of common stock for every 1 Series C Preferred share.

The Series C Preferred shall have the voting powers, preferences and relative, participating, optional and other special rights, qualifications, limitations and restrictions as follows:

A. **Designation and Amount.** Of the currently authorized preferred stock, Five Million (2,500,000) shares of par value \$0.001 preferred stock shall be designated as shares of “Series C Convertible Preferred Stock” and carry a stated conversion value of \$5.00 per share.

B. **Rank.** The Series C Preferred shall be senior to the Common Stock and any other series or class of the Company’s Preferred Stock except Series A and B Preferred Stock.

C. **Liquidation Rights.** In the event of liquidation, dissolution, or winding up of the Company, the board of director shall redeem the Series C Preferred Stock by issuing shares of Common Stock based upon the closing price of the shares of common stock on the date the Company is deemed liquidated, dissolved, or wound up. In the event the Company’s Common Stock is not publicly traded, the board of directors may redeem the Series C Preferred Shares based upon the book value of the Company’s Common Stock on a fully diluted, pro rata basis subject to the rights of Series A and B Preferred Classes of Stock.

The following events shall be treated as or deemed to be liquidation hereunder:

- (a) A merger, consolidation or reorganization of the Company that wholly changes the Company’s operations and management;
- (b) A sale or other transfer of all or substantially all of the Company’s assets, excepting a spin-off transaction or stock dividend issued in a subsidiary of the Company as more fully described in paragraph below;
- (c) A sale of 80% or more of the Company’s capital stock then issued and outstanding;

D. **Voting Rights.** In any and all matters the Series C Preferred shall have voting rights in any matter presented to the shareholders of the common stock of the Company on the basis of one vote for each share of Series C Preferred Stock issued and outstanding. Matters affecting the rights of holders of Series C Preferred shares to dividends or affecting their liquidation rights shall be presented to holders thereof for a vote of approval as herein provided for and for no other purpose. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series C Preferred shall not be subject to adjustment unless such stock split shall be applied to the Series C Preferred.

### 3. **Dividends**

The holders of the Series C Preferred shall be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company, to be paid in cash or in Market Value of the Company’s common stock at the election of the Company. “Market Value”, for the purposes of this Certificate of Determination shall mean the average of the bid and ask prices for the common stock of the Company for the five business days preceding the declaration of a dividend by the Board of Directors.

Without prior written consent of the majority of the holders of Series C Preferred, so long as any shares of Series C Preferred shall be outstanding, the Company shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise, nor shall the Company make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Company or any of its subsidiaries of which it owns not less than 51% of the outstanding voting stock, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Series C Preferred shall have been entitled for all previous dividend periods shall have been paid or declared and a sum of money sufficient for the payment thereof and the Redemption Price is set apart.

The spin off or any distribution of ownership consisting of any shares of a subsidiary of the Company, as designated as such by the Board of Directors, shall be handled on the basis of treating all issued and

outstanding shares of common stock and Series C Preferred on the same basis, that is that each share of each of these two classes shall receive the same distribution for each share issued and outstanding in each of the two classes and shall be treated on an equal or identical basis for the purposes set forth in this paragraph.

#### 4. **Conversion**

The Series C Preferred shall have the following conversion rights (the "Conversion Rights"):

A. **Holder's Optional Right to Convert.** Each share of Series C Preferred shall be convertible, at the option of the holder(s), on the Conversion Basis in effect at the time of conversion. Such right to convert shall commence as of the Issue Date and shall continue thereafter for a period of ten years, such period ending on the tenth anniversary of the Issue Date. In the event that the holder(s) of the Series C Preferred elect to convert such shares into Common Stock, the holder(s) shall have sixty (60) days from the date of such notice in which to tender their shares of Series C Preferred to the Company.

B. **Conversion Basis.** Each share of Series C Preferred shall be convertible into that number of shares of the Company's Common Stock, equal in value to Five Dollars (\$5.00). The board of directors shall approve and make the final determine of the conversion rate or value based upon the average closing prices for the common stock for the five day period preceding the notice of conversion made by the Holder(s).

C. **Mechanics of Conversion.** Before any holder of Series C Preferred shall be entitled to convert the same into shares of Common Stock, such holder shall (i) give written notice to the Company, at the office of the Company or of its transfer agent for the Common Stock or the Preferred Stock, that he elects to convert the same and shall state therein the number of shares of Series C Preferred being converted; and (ii) surrender the certificate or certificates therefor, duly endorsed. Thereupon the Company shall have a period of ninety (90) days within which to issue and deliver to such holder of Series C Preferred a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. The conversion shall be deemed to have been made and the resulting shares of Common Stock shall be deemed to have been issued immediately prior to the close of business on the date of such notice and surrender of the shares of Series C Preferred.

#### 5. **Redemption**

Subject to the applicable provisions of Utah law, the Company, at the option of its directors, may at any time or from time to time redeem the whole or any part of the outstanding Series C Preferred. Upon redemption the Company shall pay for each share redeemed the amount of Five Dollars (\$5.00) per share, payable in cash or common stock of the Company.

#### **Series D Preferred**

The Series D Preferred shares may be converted into common stock at a 50% discount to the 3 lowest trading day in the 10 days preceding notice of conversion into common stock and are subject to redemption by Issuer in the amount of \$5.00 per share, payable in cash or common stock of the Company. The Series D Preferred shares hold voting rights equal to 1 share of common stock for every 1 Series D Preferred share.

The Series D Convertible Preferred shall have the voting powers, preferences and relative, participating, optional and other special rights, qualifications, limitations and restrictions as follows:

A. **Designation and Amount.** Of the currently authorized preferred stock, Two Hundred Thousand (200,000) shares of par value \$0.001 preferred stock shall be designated as shares of "Series D Convertible Preferred Stock" and carry a stated conversion value of \$5.00 per share.

B. **Rank.** The Series D Convertible Preferred shall be senior to the Common Stock and any other series or class of the Company's Preferred Stock except the Series D Convertible Preferred will be

subordinate to the Series C Preferred Stock.

**C. Liquidation Rights.**

(i) In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of the Series C Preferred then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect of any outstanding capital stock of the Company, an amount equal to Five Dollars (\$5.00) per share. Then all of the assets of the Company available to be distributed shall be distributed ratably to the holders of the Series C, then to the holders of Series D Preferred, and then to the holders of other outstanding shares of capital stock of the Company. If upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series C Preferred shall be insufficient to permit the payment to the holders thereof the full preferential amount as provided therein, and to the Series D Preferred Shareholders as stated herein, then such available assets shall be distributed ratably first to the holders of the Series C Preferred, and then to the holders of the Series D Preferred.

(ii) None of the following events shall be treated as or deemed to be liquidation hereunder:

- (a) A merger, consolidation or reorganization of the Company;
- (b) A sale or other transfer of all or substantially all of the Company's assets;
- (c) A sale of 50% or more of the Company's capital stock then issued and outstanding
- (d) A purchase or redemption by the Company of stock of any class; or
- (e) Payment of a dividend or distribution from funds legally available therefor.

**D. Voting Rights.** In any and all matters the Series D Convertible Preferred shall have voting rights in any matter presented to the shareholders of the common stock of the Company on the basis of one vote for each share of Series D Convertible Preferred Stock issued and outstanding. Matters affecting the rights of holders of Series D Convertible Preferred shares to dividends or affecting their liquidation rights shall be presented to holders thereof for a vote of approval as herein provided for and for no other purpose. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series D Convertible Preferred shall not be subject to adjustment unless such stock split shall be applied to the Series D Convertible Preferred.

**3. Dividends**

The holders of the Series D Convertible Preferred shall be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company, to be paid in cash or in Market Value of the Company's common stock at the election of the Company. "Market Value", for the purposes of this Certificate of Determination shall mean the average of the bid and ask prices for the common stock of the Company for the five business days preceding the declaration of a dividend by the Board of Directors.

Without prior written consent of the majority of the holders of Series D Convertible Preferred, so long as any shares of Series D Convertible Preferred shall be outstanding, the Company shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise, nor shall the Company make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Company or any of its subsidiaries of which it owns not less than 51% of the outstanding voting stock, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Series D Convertible Preferred shall have been entitled for all previous dividend periods shall have been paid or declared and a sum of money sufficient for the payment thereof and the Redemption Price is set apart.

The spin off or any distribution of ownership consisting of any shares of a subsidiary of the Company, as designated as such by the Board of Directors, shall be handled on the basis of treating all issued and outstanding shares of common stock and Series D Convertible Preferred on the same basis, that is that

each share of each of these two classes shall receive the same distribution for each share issued and outstanding in each of the two classes and shall be treated on an equal or identical basis for the purposes set forth in this paragraph.

#### 4. **Conversion**

The Series D Convertible Preferred shall have the following conversion rights (the "Conversion Rights"):

A. Holder's Optional Right to Convert. Each share of Series D Convertible Preferred shall be convertible, at the option of the holder(s), on the Conversion Basis in effect at the time of conversion. Such right to convert shall commence as of the Issue Date and shall continue thereafter for a period of ten years, such period ending on the tenth anniversary of the Issue Date. In the event that the holder(s) of the Series D Convertible Preferred elect to convert such shares into Common Stock, the holder(s) shall have sixty (60) days from the date of such notice in which to tender their shares of Series D Convertible Preferred to the Company.

B. Conversion Basis. Each share of Series D Convertible Preferred shall be convertible into that number of shares of the Company's Common Stock, equal in value to Five Dollars (\$5.00). The board of directors shall approve the conversion rate based on a calculation of 50% of the average of the 3 low trades during the ten trading days prior to the notice of conversion but in no event shall the conversion price per share of common stock be below \$0.00001. C. Mechanics of Conversion. Before any holder of Series D Convertible Preferred shall be entitled to convert the same into shares of Common Stock, such holder shall (i) give written notice to the Company, at the office of the Company or of its transfer agent for the Common Stock or the Preferred Stock, that he elects to convert the same and shall state therein the number of shares of Series D Convertible Preferred being converted; and (ii) surrender the certificate or certificates therefor, duly endorsed. Thereupon the Company shall promptly issue and deliver to such holder of Series D Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. The conversion shall be deemed to have been made and the resulting shares of Common Stock shall be deemed to have been issued immediately prior to the close of business on the date of such notice and surrender of the shares of Series D Convertible Preferred.

#### 5. **Redemption**

Subject to the applicable provisions of Utah law, the Company, at the option of its directors, and with the consent of the Holder may at any time or from time to time redeem the whole or any part of the outstanding Series D Convertible Preferred. Upon redemption the Company shall pay for each share redeemed the amount of Five Dollars (\$5.00) per share, payable in cash or common stock of the Company.

#### **Describe any other material rights of common or preferred stockholders.**

None. For more information, the Issuer will supply a copy of the certificates of designation.

#### 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.**

The board of directors intends to eliminate the Series D Preferred shares in 2023 and returned those shares to the undesignated, but authorized shares.

### 3) Issuance History

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

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

#### **A. Changes to the Number of Outstanding Shares 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: X (If yes, you must complete the table below)

**SEE TABLE ON NEXT PAGE.**

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

Shares Outstanding as of Second Most Recent Fiscal Year End:

Opening Balance

Date 12.31.21 Common: 4,699,913

Class A Preferred: 505,750

Class B Preferred: 14,750,000

Class C Preferred: 360,233

Class D Preferred: 30,000

\*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.
<u>03.31.22</u>	<u>New</u>	<u>5,500,000</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Tangiers Global, LLC</u> <u>Michael Sobeck</u>	<u>Settlement Agreement/Debt Conversion Eliminated</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*21,718,750</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Taylor Gourley</u>	<u>Series A Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>21,718,750</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Richard Surber</u>	<u>Series A Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>6,250,000</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Joseph Corso</u>	<u>Series A Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>2,617,188</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Seth Bullough</u>	<u>Series A Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.31.22</u>	<u>Cancelled</u>	<u>89,000</u>	<u>Series A Preferred</u>	<u>\$10.00</u>	<u>No</u>	<u>David Wulf</u>	<u>Settlement Agreement</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.31.22</u>	<u>Cancelled</u>	<u>250,000**</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	<u>David Wulf</u>	<u>Settlement Agreement</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.31.22</u>	<u>Cancelled</u>	<u>50,000</u>	<u>Series A Preferred</u>	<u>\$10.00</u>	<u>No</u>	<u>Sack Lunch Productions, Inc.</u> <u>Richard Surber</u>	<u>Release as Collateral</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>1,093,750</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Michael Golightly</u>	<u>Series A Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*312,500</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Anatomy Screen Printing LLC</u> <u>Danni Nappi</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*97,656</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Horizons Beyond Group</u> <u>Ryan Jeffreys</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>128,750</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Seth Bullough</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>

<u>03.11.22</u>	<u>New</u>	<u>*8,050,781</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Casey Coleman</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*390,625</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Guy R. Cook</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>234,375</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Joseph Corso, Jr</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*1,562,500</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Duggan International, Inc. David Duggan</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*507,813</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>John E. Fry, Jr.</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*545,313</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Global Marketing Systems, Inc. Taylor Gourley</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*2,539,063</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Taylor Gourley</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*781,250</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Fredrick Hunzeker</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*2,142,500</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Owen Spencer Hunn</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*3,515,625</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Interstellar Holdings LLC</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*546,875</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Jeffrey Goddard</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*1,162,578</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Pamela Hyde</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>781,250</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Richard Surber</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>*1,562,500</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Arthur Wulf</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.11.22</u>	<u>New</u>	<u>234,375</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Joseph Corso, Jr</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>

<u>03.11.22</u>	<u>New</u>	<u>3,125,000</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Robert E. Stockdale</u>	<u>Series C Preferred Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03.31.22</u>	<u>New</u>	<u>9,500,000</u>	<u>Common</u>	<u>.064</u>	<u>No</u>	<u>Mammoth Corporation</u>	<u>Settlement Agreement/Series D Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>07.20.22</u>	<u>Cancelled</u>	<u>250,000**</u>	<u>Series B Preferred</u>	<u>.001</u>	<u>No</u>	<u>Taylor Gourley</u>	<u>Settlement Agreement</u>	<u>Restricted</u>	<u>4(2)</u>
<u>10.11.22</u>	<u>Cancelled</u>	<u>15,000,000</u>	<u>Common</u>	<u>.001</u>	<u>No</u>	<u>Richard D. Surber</u>	<u>Stock Repurchase/Settlement Agreement</u>	<u>Restricted</u>	<u>4(2)</u>

Shares Outstanding on Date of This Report:

Ending Balance:

Date 09/30/24 Common: 86,085,305

Class A Preferred: 0

Class B Preferred: 14,250,000\*\*

Class C Preferred: 0

Class D Preferred: 0

**Note:** All common shares denoted with \* are subject to unilateral cancellation by the Issuer pursuant to the terms of the Certificate of Designation, if the corresponding preferred certificates are not returned to the Issuer by March 11, 2028 by each of the holders. All converted shares listed above may tack the holding period of the original underlying security which may allow the holders to free up the shares if deposited into a brokerage account under Section 4(1) of the Securities Act of 1933. \*\* Denotes a total of 500,000 shares of Series B Preferred were cancelled via settlement agreement with David Wulf and Taylor Gourley but the shares have not been presented to the transfer agent for cancellation. The certificates are lost as of the time of this report.

**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: X      Yes:      (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Principal 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.)

**4) 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 Issuer’s business is conducted by its wholly owned subsidiaries Marmalade Salons, LLC and Feng Shui Consulting, Inc. (Feng Shui). On November 1, 2022, SAKL acquired a 100% interest in an entity that was formed by SAKL’s President, Richard Surber, Feng Shui Consulting, Inc. (Feng Shui), a Utah Corporation. Feng Shui was acquired for the purposes of providing various business and event consulting services. SAKL acquired newly issued shares in Feng Shui in exchange for \$6,200 and \$1,000 to Richard Surber for incorporation costs and any remaining ownership interest Feng Shui holds in certain real property. Feng Shui is in the business of providing general business, managerial and real estate development services. Feng Shui generated \$50,000 in the fourth quarter of 2022 in consulting revenues in a related party transaction.

SAKL on March 23, 2023, acquired Marmalade Salon, LLC which operates a 3,024 square foot salon location at 569 North 300 West Ste A Salt Lake City, Utah 84103. The lease is for a term of 5 years with two 3-year extensions. The lease calls for monthly payments of \$5,040 plus common area maintenance charges which escalate annually. The assets of Marmalade Salon include all furniture, fixtures, computers, inventories, and other leasehold improvements necessary to operate a full-service hair salon. All assets of the Issuer are fully secured by LCF Salons, LLC pursuant to a fully secured promissory note in the amount of \$1.6M. The transaction maybe deemed a related party transaction due to Richard Surber’s role as a manager of Marmalade Salon, LLC and LCF Salons, LLC. SAKL obtained a waiver/forgiveness of the amounts due under the terms of the Note. Waiving interest and all payments due until March 23, 2025.

On November 21, 2022, the Issuer discontinued all its efforts relating to the operation and licensing of its events. The Issuer relinquished any remaining rights it may have had to all assets involving its event operations to Richard Surber. The rights were sold in exchange for Mr. Surber’s agreement to not pursue his rights to indemnification for debts that he guaranteed on behalf of Sack Lunch Productions, Inc., and all its former subsidiaries. Mr. Surber agreed to not pursue his legal right of indemnification for up to \$1.2 million dollars’ worth of guarantees that he made on behalf of the Issuer and its former subsidiaries. The former subsidiaries were under the control of Mr. Surber as the sole

officer and director of all event subsidiaries. All event subsidiaries were disposed of in 2018 while the Issuer maintained the ability to continue the use of all event assets. Debt that Mr. Surber guaranteed on behalf of the various entities included certain company credit cards, lines of credits and validity guarantees held by Sack Lunch Productions, Inc., Green Endeavors, Inc. Landis Salons, Inc., Landis Salons, II, Inc., The Lantern Fest Productions, Inc., Slide the City Productions, Inc., The Dirty Dash Productions, Inc. Color Me Rad Productions, Inc. and Trike Riot Productions, Inc.

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

On October 31, 2022, the Issuer reinstated Wasatch Capital Corporation, a Utah corporation, which was involuntarily dissolved or disposed of in 2018 by the Issuer.

On November 1, 2022, the Issuer acquired a 100% interest in Feng Shui Consulting, a Utah corporation.

On March 23, 2023, the Issuer acquired a 100% interest in Marmalade Salons, LLC, a Utah limited liability company subject to first priority secured interest.

C. Describe the issuers' principal products or services.

SAKL is a diversified holding company that provides business consulting service through its wholly owned subsidiary Feng Shui Consulting, Inc.. On March 23, 2023, SAKL acquired Marmalade Salons, LLC (Marmalade) which provides hair care products and services. Marmalade has approximately 20 employees as of the filing of this report.

**THIS SPACE HAS BEEN LEFT BLANK INTENTIONALLY.**

<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.

## 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.

The Issuer's offices are currently at 3415 South Eastwood Dr Salt Lake City, Utah 84109. The Issuer currently does not hold a lease or pay rent. The above address is used by the Issuer's CEO, Richard Surber.

On March 23, 2023, the Issuer acquired a 100% interest in Marmalade Salon, LLC which operates a 3,024 square foot salon location at 569 North 300 West Ste A Salt Lake City, Utah 84103. The lease commenced January 1, 2021, with a term of 5 years with two 3-year extensions. Monthly payments of \$5,040 plus common area maintenance charges which escalate. The assets of Marmalade Salon include all furniture, fixtures, computers, inventories, and other leasehold improvements necessary to operate a full-service hair salon. All assets of the Issuer are fully secured by LCF Salons, LLC pursuant to a fully secured promissory note in the amount of \$1.6M. The transaction maybe deemed a related party transaction due to Richard Surber's role as a manager of Marmalade Salon, LLC and LCF Salons, LLC.

**THIS SPACE HAS BEEN LEFT BLANK INTENTIONALLY.**

## 6) 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
Richard Surber	<u>President and Director</u>	Palmetto, Florida	<u>14,250,000</u> <u>7,549,029</u>	<u>Preferred Series B</u> <u>Common</u>	<u>100%</u> <u>8.3%</u>	* Series B Holds <u>100 votes per share</u>
DHX Holdings, LLC Richard Surber, Manager	<u>5%</u>	<u>Salt Lake City, Utah</u>	<u>24,842,554</u>	<u>Common</u>	<u>28.8%</u>	Richard Surber beneficially holds a total of 37.62% shares of common stock when aggregated with DHX Holdings, LLC
<u>Casey Coleman</u>	<u>5%</u>	<u>Salt Lake City, UT</u>	<u>8,050,781</u>	<u>Common</u>	<u>9.35%</u>	
<u>Mammoth Corporation</u>  <u>Brad Hare</u>	<u>5%</u>	<u>Lake Zurich, IL</u>	<u>9,500,000</u>	<u>Common</u>	<u>11%</u>	
<u>Joseph Corso, Jr.</u>	<u>5%</u>	<u>Staten Island, NY</u>	<u>6,484,375</u>	<u>Common</u>	<u>7.53%</u>	

## 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; or

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.

The Issuer became aware of an article on July 28, 2022, stating that the State of North Carolina obtained a judgment against the Issuer and its former subsidiary, The Lantern Fest Productions, Inc. (LFP), for \$80,607 in restitution and \$7,965,000 in civil penalties. The judgment was obtained in March of 2019 stemming from failed events in the State of North Carolina due to a change in the fire code which occurred after most tickets were sold and after LFP expended significant resources to host the events.

Upon further analysis of the suit, the Issuer believes that the State of North Carolina did not have jurisdiction over the Issuer because the Issuer has never conducted any business in the State of North Carolina, or otherwise had any contact with the State of North Carolina. The default judgment alleges that LFP and the Issuer operated as a single commercial enterprise which the Issuer disputes. LFP always operated as an independent company and followed all relevant corporate formalities which isolated its liabilities from SAKL. SAKL did not conduct business in the State of North Carolina as a single enterprise, or have any known contacts with the State of North Carolina. LFP was involuntarily dissolved and no longer exists and was not carried as a consolidated entity for the relevant reporting periods. Therefore, the Issuer's position is that the default judgment is invalid as to the Issuer.

The Issuer's offices identified in the court filings were closed around April of 2018. Nearly all the Issuer's staff was terminated prior to December 31, 2017. LFP ceased operations just prior to December 31, 2017. The default judgment shows a hand written date of July 10, 2019, in regards to the civil penalty award. The CEO and sole officer of the Issuer has no recollection of

ever being served with the default judgment.

The Issuer is in possession of a settlement offer from the State of North Carolina to settle the judgment for \$80,607 and a \$15,000 payment for court costs. Payments would be made over an 18 month period with monthly payments of \$1,800 and a balloon payment at the end of the 18 months for the balance. The Company expects to accept the offer by the end of 2024.

## 8) Third Party Service Providers

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

### Securities Counsel

Clyde, Snow & Session  
Brian A. LeBrecht  
One Utah Center, Thirteenth Floor  
201 South Main Street  
Salt Lake City, Utah 84111-2216  
Phone: 801-322-2516  
[bal@clydesnow.com](mailto:bal@clydesnow.com)

### Accountant or Auditor

Richard N. Smith, CPA  
Review/Tax Preparation  
1336 E. Millbrook Way  
Bountiful, Utah 84010  
Phone: 801-898-5864  
[Dcpa58@gmail.com](mailto:Dcpa58@gmail.com)

Kim Jackson  
15250 E 33<sup>rd</sup> PL Suite D  
Aurora, CO 80011  
303-375-2678  
[kiminman87@gmail.com](mailto:kiminman87@gmail.com)

### Investor Relations

Name:	None
Firm:	_____
Address 1:	_____
Address 2:	_____
Phone:	_____
Email:	_____

### *All other means of Investor Communication:*

X (Twitter):	<u>X</u>
Discord:	<u>NA</u>
LinkedIn	<u>X</u>
Facebook:	<u>X</u>
[Other ]	<u>NA</u>

The Issuer has Facebook, LinkedIn, and X, but does not monitor these platforms closely at the time of this report. Email at [hudconsult@aol.com](mailto:hudconsult@aol.com) is the best method for communicating with the Issuer.

### 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: \_\_\_\_\_  
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: **Richard Surber**  
Title: **CEO/CFO**  
Relationship to Issuer: Officer and Control Shareholder

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: Richard N. Smith  
Title: **CPA**  
Relationship to Issuer: **Outside Accountant and Tax Preparer**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> Licensed CPA in good standing with the State of Utah with decades of experience in GAAP and public accounting.

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.

## 10) Issuer Certification

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<sup>5</sup> 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.

*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, Richard Surber certify that:

1. I have reviewed this Quarterly Disclosures of Sack Lunch Productions, 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.

November 13, 2024

/s/Richard Surber

CEO

*Principal Financial Officer:*

I, Richard Surber, certify that:

1. I have reviewed this Quarterly Disclosure of Sack Lunch Productions, 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.

November 13, 2024

/s/Richard Surber

(CFO)

**Sack Lunch Productions, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<u>September 30,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
<b><u>ASSETS</u></b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 288,687	\$ 318,418
Inventory	36,754	38,543
Accounts receivable - net	24,719	24,719
<b>Total current assets</b>	<u>350,160</u>	<u>381,680</u>
Property and equipment, - net	273,722	284,018
Land	6,500	6,500
Investments	250,464	287,724
Investment in Subsidiary	1,000	1,000
<b>Total assets</b>	<u>\$ 881,846</u>	<u>\$ 960,922</u>
<b><u>LIABILITIES AND STOCKHOLDERS' (DEFICIT)</u></b>		
<b>Current liabilities</b>		
Accounts and accrued expenses payable	\$ 71,816	\$ 2,052,482
Related parties payable	144,176	914,412
Current portion of long-term debt	8,091,161	10,269,679
<b>Total current liabilities</b>	<u>8,307,153</u>	<u>13,236,573</u>
<b>Long-term liabilities</b>		
<b>Net long-term debt</b>	<u>1,600,000</u>	<u>1,600,000</u>
<b>Total liabilities</b>	<u>9,907,153</u>	<u>14,836,573</u>
<b>Stockholders' deficit</b>		
Series B preferred stock, \$0.001 par value, 20,000,000 shares authorized, and 14,250,000 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	14,250	14,250
Common stock, \$0.0001 par value, 990,000,000 shares authorized, and 86,085,305 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	8,609	8,609
Additional paid-in capital	45,171,422	45,171,422
Accumulated deficit	(54,219,588)	(59,069,932)
<b>Total stockholders' deficit</b>	<u>(9,025,307)</u>	<u>(13,875,651)</u>
<b>Total liabilities and stockholders' deficit</b>	<u>\$ 881,846</u>	<u>\$ 960,922</u>

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

**Sack Lunch Productions, Inc. and Subsidiaries**  
**Consolidated Statements of Operations**

(Unaudited)

	Quarter ended September 30, 2024	Quarter ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Revenues	\$ 212,027	\$ 162,932	\$ 589,400	\$ 607,860
Cost of revenues	119,714	90,331	330,998	300,313
Gross profit	92,313	72,601	258,402	307,547
Operating expenses:				
General and administrative	93,097	97,830	349,425	340,046
Operating income	(784)	(25,229)	(91,023)	(32,499)
Loss on acquisition of subsidiary	-		-	(807,558)
Interest expense	(1,261)	(97,560)	(20,832)	(292,270)
Debt extinguishment and conversion income		-	4,940,402	-
Other income (expense)	7,298	5,119	21,307	14,686
Income (loss) before income taxes	5,253	(117,670)	4,849,854	(1,117,641)
Income tax provision	-	-	-	-
Net income (loss)	\$ 5,253	\$ (117,670)	\$ 4,849,854	\$ (1,117,641)
Net income (loss) per common share	\$ (0.001)	\$ (0.001)	\$ 0.056	\$ (0.013)
Weighted average common shares outstanding	86,085,305	86,085,305	86,085,305	86,085,305

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

**Sack Lunch Productions, Inc. and Subsidiaries**  
**Consolidated Statements of Stockholders' Deficit**  
**(Unaudited)**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Shareholders' Deficit
	Shares	Amount	Shares	Amount			
<b>Balances at June 30, 2024</b>	14,250,000	\$ 14,250	86,085,305	\$ 8,609	\$ 45,171,422	\$ (54,224,841)	\$ (9,030,560)
Net Income		-	-	-	-	5,253	5,253
<b>Balances at September 30, 2024</b>	<u>14,250,000</u>	<u>\$ 14,250</u>	<u>86,085,305</u>	<u>\$ 8,609</u>	<u>\$ 45,171,422</u>	<u>\$ (54,219,588)</u>	<u>\$ (9,025,307)</u>
<b>Balances at June 30, 2023</b>	14,750,000	\$ 15,646	4,699,913	\$ 8,609	\$ 45,171,422	\$ (60,038,076)	\$ (14,843,795)
Preferred shares cancelled	(250,000)	(1,146)	96,385,392			-	
Net adjustments		(250)					
Net Income	-	-	-	-	-	\$ 1,116,824	\$ 1,116,824
<b>Balances at September 30, 2023</b>	<u>14,500,000</u>	<u>\$ 14,250</u>	<u>101,085,305</u>	<u>\$ 8,609</u>	<u>\$ 45,171,422</u>	<u>\$ (58,921,252)</u>	<u>\$ (13,726,971)</u>

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

**Sack Lunch Productions, Inc.**  
**Consolidated Statements of Cash Flows**  
(Unaudited)

	<b>Quarters ended September 30th</b>	
	<b>2024</b>	<b>2023</b>
<b>Cash flows from operating activities</b>		
Net loss for period	\$ 5,254	\$ (120,804)
<b>Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:</b>		
<b>Increase (decrease) in:</b>		
Depreciation	-	21,470
Cash deposit offset	6,892	-
Inventory	5,191	(2,389)
Accrued interest expense	-	96,320
Accounts payable	1,240	-
Credit cards	(11,939)	-
Accrued payroll- tips	1,606	-
Series sales	152	-
Sales tax payable	136	-
Gift certificate liability	(1,005)	-
Payroll liabilities	(6,999)	-
Accrued real estate commission	548	-
Intercompany payable	(15,984)	-
Other	5,650	4,565
<b>Cash used for operating activities</b>	<b>(9,258)</b>	<b>(838)</b>
<b>Investing activities:</b>		
<b>Government bond</b>	10,000	-
Purchases of property, plant, & equipment	5,000	-
<b>Net cash used in investing activities</b>	<b>15,000</b>	<b>-</b>
<b>Financing activities:</b>		
Financing activities	-	(52,299)
SBA loan	(1,024)	-
<b>Cash provided by financing activities</b>	<b>(1,024)</b>	<b>(52,299)</b>
<b>Net increase (decrease) in cash</b>	4,718	(53,137)
<b>Cash at beginning of period</b>	<b>283,970</b>	<b>407,315</b>
<b>Cash at end of period</b>	<b>\$ 288,688</b>	<b>\$ 354,178</b>

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

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
September 30 2024, and 2023

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Basis of Presentation

These condensed interim financial statements have been prepared on a going concern basis, which assumes the realization of assets and the settlement of liabilities in the normal course of business.

Revenue Recognition

The Company recognizes revenue from product sales in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Revenue from Contracts with Customers (“Topic 606”). This standard applies to all contracts with customers, except for contracts that are within the scope of other standards, such as leases, insurance, collaboration arrangements, and financial instruments. Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration that the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer.

Sales are derived from the sale of salon and spa services and products in the Marmalade district in Salt Lake City. Revenue is recognized when agreed-upon services are satisfied, which occurs with the delivery of promised goods and services. Revenue is measured based on the amount of consideration expected to be received in exchange for the transfer of the goods or services with each customer. Costs incurred by the Company associated with sales to customers are expensed as incurred. Payment from customers is taken at the point of sale.

Use of Estimates

The preparation of financial statements in conformity with US GAAP 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 of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

Property and Equipment

Property, buildings, improvements, and equipment are stated at cost less accumulated depreciation. Maintenance and repairs are charged to expense as incurred. Costs of major renewals or betterments are capitalized over the remaining useful lives of the related assets. Depreciation is computed by using the straight-line method. Land improvements are depreciated over ten years. Buildings and improvements are depreciated over fifteen to thirty-nine years. Equipment is depreciated between five and seven years. Leasehold improvements are depreciated over the shorter of the estimated useful life or the remaining life of the lease. The cost of property disposed of and related accumulated depreciation is removed from the accounts at the time of disposal, and gain or loss is reflected in

Long-Lived Assets

The Company evaluates its long-lived assets in accordance with Accounting Standards Codification (ASC) 360, "Accounting for the Impairment of Long-Lived Assets." Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets and is recorded in the period in which the determination was made.

General and administrative expenses

General and administrative expenses include marketing and advertising for all of our businesses, plus management, executive, human resources, legal, accounting, professional and other corporate expenses. These costs are generally expensed as incurred.

Stock-Based Compensation

SAKL recognizes the cost of employee and nonemployee services received in exchange for awards of equity instruments as stock-based compensation expense. Stock-based compensation expense is measured at the grant date based on the fair value of the restricted stock award, option, or purchase right and is recognized as expense, less expected forfeitures, over the requisite service period, which typically equals the vesting period. Because the recipient of stock-based compensation is expected to and has historically received shares of common stock on or about the date of the stock option grant date as part of the exercise process, the fair value of each stock issuance is determined using the fair value of SAKL's common stock on the grant

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
September 30 2024, and 2023

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

date. Stock-based compensation issued to non-employees that vests over time is revalued at each reporting period.

Income Taxes

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

As of December 31, 2023 and 2022, SAKL's deferred tax assets, which are solely related to net operating losses, have been fully offset by a valuation allowance.

Advertising and Promotion

The Company follows the policy of charging the costs of advertising to expense as incurred.

Recent accounting pronouncements

There were no new standards adopted by the Company in this reporting period.

Note 2 - Income Taxes

Income tax benefits attributable to losses from operations in the United States of America was \$0 for the years ended December 31, 2023 and 2022, and differed from the amounts computed by applying the United States of America combined federal and state tax rate of 26 % to pretax losses from operations. A full valuation allowance has been provided because the Company has a history of losses as evidenced by its accumulated deficit.

Note 3 - Equity

**Preferred Stock**

SAKL is authorized to issue 50,000,000 shares of preferred stock with a par value of \$0.001 per share. The Preferred Stock can be issued in various series with varying dividend rates and preferences.

As of September 30, 2024, the number of Series A Convertible Preferred Stock issued and outstanding was 0. The Series A Preferred shares have voting rights equal to 10 shares of common stock for every 1 Series A Preferred share, and it may be converted into \$10 worth of

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
September 30 2024, and 2023

common stock. A total of 10,000,000 shares have been designated and authorized as Series A Preferred Stock.

As of September 30, 2024, the number of shares of Series B Convertible Preferred Stock issued and outstanding was 14,250,000. The shares have conversion rights into shares of common stock of one (1) share of common stock for each 10 (ten) shares of Series B Preferred. A total of 20,000,000 shares have been designated and authorized as Series B Preferred Stock pursuant to a filing on August 31, 2016. On August 23, 2016 an amendment to the designation of the Series B shares was filed with the State of Utah, voting rights were amended to be 100 votes per share.

As of September 30, 2024, the number of shares of Series C Preferred Stock issued and outstanding was 0. The Series C Preferred shares may be converted into \$5.00 worth of common stock and are subject to redemption by SAKL in the amount of \$5.00 per share, payable in cash or common stock of the Company. The Series C Preferred shares hold voting rights equal to 1 share of common stock for every 1 Series C Preferred share. A total of 5,000,000 shares have been designated and authorized as Series C Preferred Stock.

On December 20, 2016, the Board of Directors designated 200,000 shares of preferred stock as Series D Convertible Preferred. As of September 30, 2024, the number of shares of Series D Preferred Stock issued and outstanding was 0. The Series D Preferred shares may be converted into \$5.00 worth of common stock and are subject to redemption by SAKL in the amount of \$5.00 per share, payable in cash or common stock of the Company.

All series of Preferred stock are reflected on the balance sheet.

On February 10, 2022, the board of directors determined by unanimous written consent to effect the following actions: 1. Redeem all outstanding shares of Series A Preferred Stock (“Series A Preferred”), effective March 11, 2022 (“Redemption Date”), by converting each share of Series A Preferred into shares of the Company’s common stock (“Common Stock”), each Series A Preferred share equal in value to Ten Dollars (\$10.00), at a conversion price of \$0.064 (“Conversion Price”), as determined by the closing price of the Common Stock on the OTC Markets Pink Sheets Current Information quotation platform on February 9, 2022. 2. Instruct Standard Registrar & Transfer Co., Inc. (“Transfer Agent”) to issue that number of shares of Common Stock, based on the Conversion Price, sufficient to redeem all outstanding shares of Series A Preferred, to be held on deposit by the Transfer Agent, with irrevocable instructions to deliver, on or after the Redemption Date, to the holders of Series A Preferred-on surrender of their respective share certificates. 3. Extinguish the Series A Preferred designation on the Redemption Date.

On March 31, 2022, the Issuer into a Settlement Agreement with David Wulf. The terms of the agreement called for the release of any claims the parties may have had against each other in exchange for the cancellation of 89,000 shares of the Issuer’s Series A Preferred stock and 250,000 share of Series B Preferred stock held by Mr. Wulf. The transaction was deemed

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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closed effective March 31, 2022. The share certificate for 250,000 share of Series B is lost and therefore, is not reflected as cancelled by the company's transfer agent. Nonetheless, the company deems the shares cancelled as of the date of this report.

On July 20, 2022, the Issuer and Richard Surber (Surber) entered into a Settlement Agreement with Taylor R. Gourley and Global Marketing Systems, Inc. (collectively "Gourley") whereby Gourley was released from an indemnity and lock up agreement entered into with Mr. Surber in exchange for surrendering 24,842,554 shares of common stock of the Issuer to DHX Holdings, LLC an entity controlled by Surber. Gourley also agreed to return 250,000 shares of Series B Preferred stock to be cancelled by the Issuer. The 250,000-share certificate is lost as of the time of this report and is not reflected as cancelled with the transfer agent. The Company however deems the shares cancelled as of the date of this report.

On February 10, 2022, the board of directors determined by unanimous written consent to effect the following actions: 1. Redeem all outstanding shares of Series C Preferred Stock ("Series C Preferred"), effective March 11, 2022 ("Redemption Date"), by converting each share of Series C Preferred into shares of the Company's common stock ("Common Stock"), each Series C Preferred share equal in value to Five Dollars (\$5.00), at a conversion price of \$0.064 ("Conversion Price"), as determined by the closing price of the Common Stock on the OTC Markets Pink Sheets Current Information quotation platform on February 9, 2022. 2. Instruct Standard Registrar & Transfer Co., Inc. ("Transfer Agent") to issue that number of shares of Common Stock, based on the Conversion Price, sufficient to redeem all outstanding shares of Series C Preferred, to be held on deposit by the Transfer Agent, with irrevocable instructions to deliver, on or after the Redemption Date, the Common Stock to the holders Series C Preferred on surrender of their respective share certificates. 3. Extinguish the Series C Preferred designation on the Redemption Date.

On March 10, 2022 the Issuer into a Settlement Agreement with Mammoth Corporation, the sole holder of the Issuer's Series D Preferred shares, on March 10, 2022. The terms of the agreement called for the issuance of Nine Million Five Hundred Thousand (9,500,000) shares of the Issuer's restricted common stock in exchange for the redemption of all Series D Preferred shares and the resolution of any claims Mammoth may have against the Issuer regarding the cancellation of certain convertible notes transferred from TCA Global Master Credit Fund LLC (TCA) to Mammoth. The Issuer has Issued the shares effective as of March 31, 2022 and has deemed the transaction closed as of that date.

### **Common Stock**

As of September 30, 2024, SAKL was authorized to issue 990,000,000 shares of common stock with a par value of \$0.0001 per share. As of September 30, 2024, the number of common shares issued and outstanding was 86,085305. The common stock holds voting rights of one vote per share. It has no dividend or preemptive rights

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
September 30 2024, and 2023

Note 3 – Equity (continued)

On July 15, 2021, Tangiers Global, LLC unilaterally converted a portion of its note into 426,8750 shares of Common Stock. The shares were converted at \$0.024 based on the conversion provisions of the note.

On August 6, 2021, Tangiers Global, LLC unilaterally converted a portion of its note into 388,083 shares of Common Stock. The shares were converted at \$0.024 based on the conversion provisions of the note.

On August 19, 2021, Tangiers Global, LLC unilaterally converted a portion of its note into 352,500 shares of Common Stock. The shares were converted at \$0.024 based on the conversion provisions of the note.

On March 31, 2022, the Company entered into a Settlement Agreement with Tangiers Global, LLC which settled the note in full for 5,500,000 shares of common stock valued at \$.064 per share. Tangiers agreed to cover certain cash costs as part of the settlement agreement.

Effective March 11, 2022, the Company converted its Series A and C Preferred stock to 75,117,188 and 28,143,204, shares of common share of stock at \$.064.

On October 11, 2022, the Company cancelled Fifteen Million (15,000,000) shares of its common stock held by Richard Surber in exchange for \$15,000 as a result of a settlement agreement entered into between the Company, Richard Surber and Taylor Gourley.

Note 4 – Supplemental Cash Flow Information

The Company accrued interest expense of \$1,196 and \$97,530 for the quarter ended September 30, 2024 and 2023, respectively. The substantial decrease in interest is due to the Company eliminating certain notes that were accruing interest as of on September 30, 2024. The notes were written off based upon their lack of legal standing and other legal reasons which invalidated the notes.

Note 5 – Notes Payable

On October 1, 2015, the Company issued a convertible note payable in the amount of \$1,800,000 for cash received in the same amount. The note accrued interest at a rate of 12% per annum. In July 2016, the Company increased this note by \$440,000 for cash received in the same amount and by \$375,000 for value of Series C preferred shares returned to the Company. The note was convertible into SAKL's common shares at the holder's option, at the conversion rate of 85% (a 15% discount) of the lowest of the daily volume weighted average price of SAKL's common shares during the five business days prior to the conversion date.

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
September 30 2024, and 2023

Note 5 –Notes Payable (continued)

On May 11, 2020, The Securities and Exchange Commission filed a complaint against TCA Global Master Credit Fund, LLC for fraud (TCA). TCA is currently in receivership while the SEC continues its investigation of TCA. TCA was the second largest creditor of the Issuer. It is the Issuer's position that TCA's actions regarding the convertible debt financing were obtained under fraudulent pretenses.

For instance, TCA fraudulently claimed that it would provide consulting services to the Issuer as part of their fraudulent scheme to inflate the value and returns of their fund, but never had any intention to provide such services. The value of the services was a material portion of the debt financing. Furthermore, at every turn, TCA impeded Issuer's effort to acquire other operations or obtain more beneficial financing terms intentionally causing further damage to the Issuer. TCA used the terms of its illegal agreements to force the Issuer through means of financial duress into ever more disadvantageous settlement agreements. Sold portions of its notes to unscrupulous entities who were also unlicensed securities dealers which converted and sold shares of the Issuer into the open market in a fashion which further damaged the Issuer.

The Issuer obtained a legal letter from an outside firm which advised the Issuer, the receiver to TCA, the Issuer's transfer agent and subsequent transferee that the convertible note held by TCA's is invalid by operation of law based upon the fact that TCA violated securities law.

Furthermore, the Issuer has taken the position that statute of limitations has tolled on TCA's or the Trustee's ability to collect on the debt which has not been acknowledged nor has any payment been made by the Issuer towards the debt in over 7 years. Based upon the facts available to the Issuer and general public, TCA was an unlicensed securities deal at the time it issued the note.

On March 20, 2023, the Issuer entered into agreement to purchase Marmalade Salons, LLC (Marmalade) from LCF Salons, LLC for \$1.6 Million in the form of a Secured Promissory Note (Note) bears interest at 6.5% per annum with interest only payments due semi-annually. The Note matures on March 24, 2026. The Company expects to renegotiate the terms of the note.

On May 22, 2020, Marmalade entered into a loan agreement with Small Business Administration for an economic injury loan in the amount of \$136,700 bearing interest at 3.75% per annum. The loan has monthly payments and becomes due in 2050.

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
September 30 2024, and 2023

Note 6 – Derivative Liability

The Company does not currently have any outstanding convertible notes that could be considered derivatives or contain embedded features subject to derivative accounting. The Company wrote off certain Notes that may have been considered derivatives. The Company wrote the Notes off based upon numerous Securities and Exchange actions, and a legal letter obtained from outside counsel. The Notes in question were held by TCA Global Master Credit Fund, LLC, Tangiers Global LLC, and Mammoth Corporation all of these entities are or were “unlicensed dealers,” that are in the business of “offering, buying, selling or otherwise dealing or trading in securities.” All three of the above entities hold or did hold convertible notes. Based upon numerous court rulings, it appears that such debts held by unlicensed “dealers” are now being extinguished by law in many instances. The Company entered in a series of settlement agreements to avoid litigation with Mammoth and Tangiers. TCA is now controlled by a trustee appointed by the Securities and Exchange Commission as a result what appears to be criminal activities. For the forgoing reasons, the TCA will not be converted in shares of common stock. The Issuer effective as of September 30, 2024, has extinguished all debts which are barred from collection by operation of law including the TCA convertible note or may be deemed void due to illegality.

Note 7 – Related Party Transactions

Accounts payable, related party, includes accounts payable and interest payable to Richard Surber, CEO, and entities or companies controlled by Mr. Surber.

Mr. Surber, a related party, is providing his personal guaranty for several lines of credit and credit cards that were being utilized by the Company and its former operating subsidiaries. In addition to the above, Mr. Surber is a personal guarantor on numerous credit cards payable by the Company or its former subsidiaries with remaining principal balances of approximately \$1,600,000. All the lines of credit and credit cards are in default as of the time of this report. The Company pursuant to the terms of its employment agreement with Richard Surber is obligated to indemnify Mr. Surber for any damages relating to the default of the loans guaranteed by Mr. Surber. An entity controlled by Mr. Surber has placed a lien on certain assets of the Company to secure payment on the debts. All event related assets were donated by Mr. Surber to a non-profit as a partial offset against liabilities he is responsible for that were paid by Mr. Surber or remain unsatisfied by SAKL and its former subsidiaries. The statute of limitations has run on most of the debts as of the date of this report. SAKL has removed the debts from the balance sheet as of March 31, 2024, based upon the lack of legal standing of the disavowed debts.

On November 2, 2022, Feng Shui entered into a Consulting Agreement with LCF Salons, LLC (LCF) under which Feng Shui provided various services to LCF as more fully delineated in the agreement. LCF subsequently paid Feng Shui \$50,000 in cash. The Company’s CEO is also a manager and a controlling member of LCF.

SACK LUNCH PRODUCTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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On March 23, 2023, SAKL acquired a 100% interest in Marmalade Salon, LLC (Marmalade) which operates a 3,024 square foot salon location at 569 North 300 West Ste A Salt Lake City, Utah 84103. Marm holds a lease which commenced January 1, 2021, with a term of 5 years with two 3-year extensions. The assets of Marmalade Salon include all furniture, fixtures, computers, inventories, rights to use the Landis trademarks, rights to use certain social media sites, and other leasehold improvements necessary to operate a full-service hair salon. All assets of the Issuer are fully secured by LCF Salons, LLC pursuant to a first priority secured promissory note in the amount of \$1.6M. The transaction maybe deemed a related party transaction due to Richard Surber's role as a manager of Marmalade Salon, LLC and LCF Salons, LLC. The note contained a default provision which will allow for the immediate foreclosure on the assets in the event any of the assets of Marm are deemed to be at risk by current, or subsequent creditors of SAKL at the sole discretion of the management of LCF Salons, LLC. The initial payments have been waived and forgiven by LCF until March 23, 2025 to allow SAKL sufficient time to raise additional capital to cover the payments.

Note 8 – Litigation

From time to time, we are involved in various disputes and litigation that arise in the ordinary course of business. If the potential loss from any claim or legal proceeding is considered probable and the amount or the range of loss can be estimated, we accrue a liability for the estimated loss. Legal proceedings are subject to uncertainties, and the outcomes are difficult to predict. Because of such uncertainties, accruals are based only on the best information available at the time. As additional information becomes available, we reassess the potential liability related to pending claims and litigation matters and may revise estimates.

While the outcome of disputes and litigation matters cannot be predicted with any certainty, management does not believe that the outcome of any current matters will have a material adverse effect on our consolidated financial position, liquidity, or results of operations. The following are claims and litigation of which the Company has received notification;

The Issuer became aware of an article on July 28, 2022, stating that the State of North Carolina obtained a judgment against the Issuer and its former subsidiary, The Lantern Fest Productions, Inc. (LFP), for \$80,607 in restitution and \$7,965,000 in civil penalties. The judgment was obtained in March of 2019 stemming from failed events in the State of North Carolina due to a change in the fire code which occurred after most tickets were sold and after LFP expended significant resources to host the events.

The Issuer's position is that the State of North Carolina did not have jurisdiction over the Issuer because the Issuer has never conducted any business in the State of North Carolina or otherwise had any contact with the State of North Carolina. The default judgment alleges that LFP and the Issuer operated as a single commercial enterprise which the Issuer disputes. LFP always operated as an independent company and followed all relevant corporate formalities which isolated its liabilities from SAKL. SAKL did conduct business in the State of North

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Carolina as a single enterprise, or have any known contacts with the State of North Carolina. LFP was involuntarily dissolved and no longer exists and was not carried as a consolidated entity for the relevant reporting periods. Therefore, the Issuer's position is that the default judgment is invalid as to the Issuer.

The Issuer's offices identified in the court filings were closed around April of 2018. Nearly all of the Issuer's staff was terminated prior to December 31, 2017. LFP ceased operations just prior to December 31, 2017. The default judgment shows a hand written date of July 10, 2019, in regards to the civil penalty award. The CEO and sole officer of the Issuer has no recollection of ever being served with the default judgment.

The Issuers plan is to offer to settle the debt for no more than the dollar value of tickets sold which is under \$100,000, or file a complaint seeking to overturn the ruling based upon lack of jurisdiction. The Issuer is not aware of any attempt to collect on the default judgment by the State of North Carolina. Representatives from the State of North Carolina appear to be receptive to the settlement offer as of the date of this filing.

#### Note 9 – Extinguishment of Debt

The Issuer extinguished or otherwise wrote off a total of \$4,940,402 in debt which consisted of accounts payable, credit cards, and convertible promissory notes that the Issuer had made no payments on and has disavowed for over 7 years. The Issuer wrote the debts of pursuant to ASC 405-20-40-1 and a review of applicable PCAOB publications. The Issuer consulted with counsel regarding the application of the statute of limitations (“SOL”) laws of Utah with regard to the debt in question. The Issuer relied in part on U.C.A. §78B-2-309, U.C.A. §78B-2-307, Clarke v. Living Scriptures, Inc., 114 P.3d 602, 2005 UT App 225 (Utah App. 2005), U.C.A. §78B-2-307, and State v. Huntington-Cleveland Irrigation Co., 52 P.3d 1257, 2002 UT 75 (Utah 2002) in making its determination that certain of the Issuer's obligation over Six (6) years old are, more likely than not, uncollectable.

In addition, the Issuer is in receipt of a letter from the law firm of Mark Basile. The letter supports extinguishing the convertible debt in the name of TCA Global Credit Fund LLC (TCA) due to the illegal nature of the TCA note. The note is considered null and void under certain state laws and federal securities law. In addition, the Issuer's position is that the note was uncollectible pursuant to the SOL.

#### Note 10 – Going Concern

SAKL's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. As of September 30, 2024, SAKL had negative working capital of \$7,956,993 and an accumulated deficit of \$54,219,588.

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Primarily, revenues have not been sufficient to cover SAKL's operating costs. Management's plans to enable SAKL to continue as a going concern include the following:

- Acquisition of Marmalade Salons, LLC;
- Generating additional consulting revenues via Feng Shui Consulting, Inc;
- Settle certain liabilities at steep discounts; and,
- Raising capital through planned public and private offerings.
- Eliminating over 90% of the debts recorded on SAKL's balance sheet at the parent company level via settlement offers and writing debts off that are uncollectable due to the tolling of the statute of limitations.

There can be no assurance that SAKL can or will be successful in implementing any of its plans or that it will be successful in enabling SAKL to continue as a going concern. SAKL's consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 11 – Subsequent Events

Management has evaluated subsequent events through November 13, 2024, which is the date the financial statements were available to be issued. Events occurring after that date have not been evaluated to determine whether a change in the financial statements would be required.