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**MAV FARM, INC.**

**FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2021 AND 2020**  
*(Unaudited)*

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# INDEX TO FINANCIAL STATEMENTS

(UNAUDITED)

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## **INDEPENDENT ACCOUNTANT'S REVIEW REPORT**

To the Board of Directors  
Mav Farm, Inc.  
Los Angeles, California

We have reviewed the accompanying financial statements of Mav Farm, Inc. (the "Company,"), which comprise the balance sheet as of December 31, 2021 and December 31, 2020, and the related statement of operations, statement of shareholders' equity (deficit), and cash flows for the year ending December 31, 2021 and December 31, 2020, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Accountant's Responsibility**

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

### **Accountant's Conclusion**

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern**

As discussed in Note 11, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

*Set Apart FS*

January 2, 2023  
Los Angeles, California

**MAV FARM INC.**  
**BALANCE SHEET**  
**(UNAUDITED)**

<b>As of December 31,</b>	<b>2021</b>	<b>2020</b>
(USD \$ in Dollars)		
<b>ASSETS</b>		
Current Assets:		
Cash & Cash Equivalents	\$ 39,945	\$ 431,119
Prepays and Other Current Assets	54,930	2,458
<b>Total Current Assets</b>	<b>94,875</b>	<b>433,576</b>
Property and Equipment, net	1,311	-
Other Investment (Cryptocurrencies)	6,567	10,000
Security Deposit	8,000	-
<b>Total Assets</b>	<b>\$ 110,753</b>	<b>\$ 443,576</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable	\$ 9,143	\$ -
Credit Cards	5,136	6,025
Current Portion of Loans and Notes	250,000	250,000
Current Portion of Convertible Note	6,397,800	5,142,800
Other Current Liabilities	697,049	422,708
<b>Total Current Liabilities</b>	<b>7,359,128</b>	<b>5,821,533</b>
Promissory Notes and Loans	142,627	-
<b>Total Liabilities</b>	<b>7,501,755</b>	<b>5,821,533</b>
<b>STOCKHOLDERS EQUITY</b>		
Common Stock	50	50
Shareholder Distribution	(1,000)	-
Additional Paid in Capital	2,335	1,493
Retained Earnings/(Accumulated Deficit)	(7,392,386)	(5,379,500)
<b>Total Stockholders' Equity</b>	<b>(7,391,002)</b>	<b>(5,377,957)</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 110,753</b>	<b>\$ 443,576</b>

*See accompanying notes to financial statements.*

**MAV FARM INC.**  
**STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

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For Fiscal Year Ended December 31,	2021	2020
(USD \$ in Dollars)		
Net Revenue	\$ -	\$ -
Cost of Goods Sold	-	-
Gross profit	-	-
Operating expenses		
General and Administrative	1,722,254	2,106,093
Research and Development	31,592	50,284
Sales and Marketing	493	590
Total operating expenses	1,754,339	2,156,967
Operating Income/(Loss)	(1,754,339)	(2,156,967)
Interest Expense	278,962	217,065
Other Loss/(Income)	(20,414)	(179,927)
Income/(Loss) before provision for income taxes	(2,012,887)	(2,194,104)
Provision/(Benefit) for income taxes	-	-
<b>Net Income/(Net Loss)</b>	<b>\$ (2,012,887)</b>	<b>\$ (2,194,104)</b>

*See accompanying notes to financial statements.*

**MAV FARM INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**

(in , \$US)	Common Stock		Shareholder Distribution	Additional Paid In Capital	Retained earnings/ (Accumulated Deficit)	Total Shareholder Equity
	Shares	Amount				
<b>Balance—December 31, 2019</b>	5,072,225	\$ 50	\$ -	\$ -	\$ (3,185,395)	\$ (3,185,345)
Shares Redeemed	(6,512)	\$ (0)				\$ (0)
Capital Contribution				\$ 1,493		\$ 1,493
Net income/(loss)					\$ (2,194,104)	\$ (2,194,104)
<b>Balance—December 31, 2020</b>	5,065,713	\$ 50	\$ -	\$ 1,493	\$ (5,379,500)	\$ (5,377,957)
Shareholder Distribution			\$ (1,000)			\$ (1,000)
Capital Contribution				\$ 972		\$ 972
Capital contribution						-
Net income/(loss)					\$ (2,012,887)	\$ (2,012,887)
<b>Balance—December 31, 2021</b>	<b>5,065,713</b>	<b>\$ 50</b>	<b>\$ (1,000)</b>	<b>\$ 2,335</b>	<b>\$ (7,392,386)</b>	<b>\$ (7,391,002)</b>

*See accompanying notes to financial statements.*

**MAV FARM INC.**  
**STATEMENT OF CASH FLOWS**  
**(UNAUDITED)**

<b>For Fiscal Year Ended December 31,</b>	<b>2021</b>	<b>2020</b>
<i>(USD \$ in Dollars)</i>		
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net income/(loss)	\$ (2,012,887)	\$ (2,194,104)
<i>Adjustments to reconcile net income to net cash provided/(used) by operating activities:</i>		
Depreciation of Property	328	-
Other Investments	3,433	(10,000)
<i>Changes in operating assets and liabilities:</i>		
Prepays and Other Current Assets	(52,472)	542
Accounts Payable	9,143	-
Credit Cards	(889)	830
Other Current Liabilities	274,341	219,035
Security Deposit	(8,000)	-
<b>Net cash provided/(used) by operating activities</b>	<b>(1,787,003)</b>	<b>(1,983,697)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of Property and Equipment	(1,639)	-
Purchases of Intangible Assets	-	-
<b>Net cash provided/(used) in investing activities</b>	<b>(1,639)</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Capital Contribution	(158)	1,493
Borrowing on Promissory Notes and Loans	142,627	-
Borrowing on Convertible Notes	1,255,000	2,400,000
<b>Net cash provided/(used) by financing activities</b>	<b>1,397,469</b>	<b>2,401,493</b>
Change in Cash	(391,174)	417,796
Cash—beginning of year	431,119	13,323
<b>Cash—end of year</b>	<b>\$ 39,945</b>	<b>\$ 431,119</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	\$ -	\$ -
Cash paid during the year for income taxes	\$ -	\$ -
<b>OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES</b>		
Purchase of property and equipment not yet paid for	\$ -	\$ -
Issuance of equity in return for note	-	-
Issuance of equity in return for accrued payroll and other liabilities	-	-

*See accompanying notes to financial statements.*

**MAV FARM INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

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**1. NATURE OF OPERATIONS**

Mav Farm Inc. was incorporated on December 2, 2016, in the state of Delaware. The financial statements of Mav Farm Inc. (which may be referred to as the “Company”, “we”, “us”, or “our”) are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters are located in Los Angeles, California.

Mav Farm Inc. is a digital media, fashion, and media commerce marketplace of the latest product and video drops rendered in a 3D representation of Earth, that serves over thirty thousand emerging and established content creators, consumers, and businesses to collaborate more directly, economically, and less intrusively than paid ads, e-commerce subscriptions and payment processing fees. Mav Farm Inc. charges marketplace merchants a commission on sales.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“US GAAP”). The Company has adopted the calendar year as its basis of reporting.

**Use of Estimates**

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

**Cash and Cash Equivalents**

Cash and cash equivalents include all cash in banks. The Company’s cash is deposited in demand accounts at financial institutions that management believes are creditworthy. The Company’s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2021 and December 31, 2020, the Company’s cash and cash equivalents exceeded FDIC insured limits by \$0 and \$89,502, respectively.

**Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable are recorded at net realizable value or the amount that the Company expects to collect on gross customer trade receivables. We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that all contractual payments due will not be collected in accordance with the terms of the agreement. As of December 31, 2021 and 2020, the Company determined that no reserve was necessary.

**MAV FARM INC.**

**NOTES TO FINANCIAL STATEMENTS**

**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

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**Property and Equipment**

Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of, and the related depreciation are eliminated from the accounts in the period of disposal and the resulting gain or loss is credited or charged to earnings.

Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. The estimated service lives for property and equipment is as follows:

<b>Category</b>	<b>Useful Life</b>
Computer Equipment	5 years

**Impairment of Long-lived Assets**

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look for indicators of a trigger event for asset impairment and pay special attention to any adverse change in the extent or manner in which the asset is being used or in its physical condition. Assets are grouped and evaluated for impairment at the lowest level of which there are identifiable cash flows, which is generally at a location level. Assets are reviewed using factors including, but not limited to, our future operating plans and projected cash flows. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to the assets, compared to the carrying value of the assets. If the sum of the undiscounted future cash flows of the assets does not exceed the carrying value of the assets, full or partial impairment may exist. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined using an income approach, which requires discounting the estimated future cash flows associated with the asset.

**Income Taxes**

Mav Farm, Inc. is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken or expected to be taken in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.

**MAV FARM INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

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*Concentration of Credit Risk*

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

**Revenue Recognition**

The Company is currently pre-revenue and will follow the provisions and the disclosure requirements described in ASU 2014-09 also referred to as Topic 606. Revenue recognition, according to Topic 606, is determined using the following steps: Recognition of revenue when, or how, a performance obligation is met: Revenues are recognized when or as control of the promised goods or services is transferred to customers.

Revenue recognition, according to Topic 606, is determined using the following steps:

1) Identification of the contract, or contracts, with the customer: the Company determines the existence of a contract with a customer when the contract is mutually approved; the rights of each party in relation to the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the capacity and intention to pay and the contract has commercial substance.

2) Identification of performance obligations in the contract: performance obligations consist of a promised in a contract (written or oral) with a customer to transfer to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

3) Recognition of revenue when, or how, a performance obligation is met: revenues are recognized when or as control of the promised goods or services is transferred to customers.

The company will earn revenue from commission on sales on its commerce marketplace.

**Advertising and Promotion**

Advertising and promotional costs are expensed as incurred. Advertising and promotional expenses for the years ended December 31, 2021, and December 31, 2020, amounted to \$493 and \$590, which is included in sales and marketing expenses.

**Research and Development Costs**

Costs incurred in the research and development of the Company's products are expensed as incurred.

**Fair Value of Financial Instruments**

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the short-term nature of such instruments).

**MAV FARM INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

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The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

**Level 1**—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

**Level 2**—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

**Level 3**—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

**COVID-19**

In March 2020, the outbreak and spread of the COVID-19 virus was classified as a global pandemic by the World Health Organization. This widespread disease impacted the Company's business operations, including its employees, customers, vendors, and communities. The COVID-19 pandemic may continue to impact the Company's business operations and financial operating results, and there is substantial uncertainty in the nature and degree of its continued effects over time. The extent to which the pandemic impacts the business going forward will depend on numerous evolving factors management cannot reliably predict, including the duration and scope of the pandemic; governmental, business, and individuals' actions in response to the pandemic; and the impact on economic activity including the possibility of recession or financial market instability. These factors may adversely impact consumer and business spending on products as well as customers' ability to pay for products and services on an ongoing basis. This uncertainty also affects management's accounting estimates and assumptions, which could result in greater variability in a variety of areas that depend on these estimates and assumptions, including investments, receivables, and forward-looking guidance.

**Subsequent Events**

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through January 2, 2023, which is the date the financial statements were issued.

**Recently Issued and Adopted Accounting Pronouncements**

FASB issued ASU No. 2019-02, leases, that requires organizations that lease assets, referred to as "lessees", to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases with lease terms of more than twelve months. ASU 2019-02 will also require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases and will include qualitative and quantitative requirements. The new standard for nonpublic entities will be effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022, and early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

**MAV FARM INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

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The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

### **3. DETAILS OF CERTAIN ASSETS AND LIABILITIES**

Account payables consist primarily of trade payables. Prepaids and other current assets consist of the following items:

<b>As of Year Ended December 31,</b>	<b>2021</b>	<b>2020</b>
Prepaid expenses	54,930	2,458
<b>Total Prepaids and Other Current Assets</b>	<b>\$ 54,930</b>	<b>\$ 2,458</b>

Other current liabilities consist of the following items:

<b>As of Year Ended December 31,</b>	<b>2021</b>	<b>2020</b>
Accrued Interest	686,139	407,241
Payroll Liabilities	314	1,283
Accrued Expenses	10,595	14,184
<b>Total Other Current Liabilities</b>	<b>\$ 697,049</b>	<b>\$ 422,708</b>

### **4. PROPERTY AND EQUIPMENT**

As of December 31, 2021 and December 31, 2020, property and equipment consists of:

<b>As of Year Ended December 31,</b>	<b>2021</b>	<b>2020</b>
Computer Equipment	\$ 14,942	\$ 13,302
<b>Property and Equipment, at Cost</b>	<b>14,942</b>	<b>13,302</b>
Accumulated depreciation	(13,630)	(13,302)
<b>Property and Equipment, Net</b>	<b>\$ 1,311</b>	<b>\$ -</b>

Depreciation expenses for property and equipment for the fiscal year ended December 31, 2021 and 2020 were in the amount of \$328 and \$0 respectively.

### **5. CAPITALIZATION AND EQUITY TRANSACTIONS**

#### **Common Stock**

The Company is authorized to issue 10,000,000 Common Shares with a par value of \$0.00001. As of December 31, 2021, and December 31, 2020, 5,065,713 Common Shares have been issued and are outstanding.

**MAV FARM INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

**6. DEBT**

**Promissory Notes & Loans**

During the years presented, the Company has entered into promissory notes & loans. The details of the Company's loans, notes, and the terms are as follows:

Debt Instrument Name	Principal Amount	Interest Rate	Borrowing Period	Maturity Date	For the Year Ended December 2021					For the Year Ended December 2020				
					Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness	Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness
Promissory Note - Carmen Ballve Lantero	\$ 250,000	0.00%	10/1/2018	11/1/2019	\$ -	\$ -	\$ 250,000	\$ -	\$ 250,000	\$ -	\$ -	\$ 250,000	\$ -	\$ 250,000
PPP Loan- JPMorgan Chase Bank, National Association	\$ 142,627	1.00%	2/1/2021	origin on 6/23/2022	\$ -	\$ -	\$ -	\$ 142,627	\$ 142,627	\$ -	\$ -	\$ -	\$ -	\$ 142,627
<b>Total</b>					\$ -	\$ -	\$ 250,000	\$ 142,627	\$ 392,627	\$ -	\$ -	\$ 250,000	\$ -	\$ 500,000

The summary of the future maturities is as follows:

As of Year Ended December 31, 2021	
2022	\$ 250,000
2023	-
2024	-
2025	-
2026	-
Thereafter	-
<b>Total</b>	<b>\$ 250,000</b>

**Convertible Note(s)**

The following is the summary of the convertible notes:

Debt Instrument Name	Principal Amount	Interest Rate	Borrowing Period	Maturity Date	For the Year Ended December 2021					For the Year Ended December 2020				
					Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness	Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness
Carmen Ballve	\$1,000,000	5.00%	07/28/2021	07/28/2022	21,370	21,370	1,000,000	-	1,021,370	-	-	-	-	-
Allen Siegel and Madeleine Kassimir	\$ 100,000	5.00%	06/22/2021	01/01/2022	2,630	2,630	100,000	-	102,630	-	-	-	-	-
Carmen Ballve	\$ 155,000	5.00%	05/07/2021	05/07/2022	5,053	5,053	155,000	-	160,053	-	-	-	-	-
Carmen Ballve	\$ 800,000	5.00%	11/11/2020	11/11/2021	40,000	45,479	800,000	-	845,479	5,479	5,479	800,000	-	805,479
Carmen Ballve	\$ 600,000	5.00%	06/20/2020	06/20/2021	30,000	45,945	600,000	-	645,945	9,370	15,945	600,000	-	615,945
Carmen Ballve & Mateo Moreno de Alboran	\$1,000,000	5.00%	01/10/2020	01/10/2021	50,000	98,767	1,000,000	-	1,098,767	28,219	48,767	1,000,000	-	1,048,767
Carmen Ballve	\$ 250,000	5.00%	10/09/2019	10/09/2020	12,500	27,877	250,000	-	277,877	3,904	15,377	250,000	-	265,377
Antoio Rodriguez-Arce and Maria Jose Ballve	\$ 250,000	5.00%	10/09/2019	10/09/2020	12,500	27,877	250,000	-	277,877	3,904	15,377	250,000	-	265,377
Carmen Ballve	\$ 250,000	5.00%	08/20/2019	08/05/2020	12,500	29,589	250,000	-	279,589	7,055	17,089	250,000	-	267,089
Constanza Echevarria	\$ 50,000	5.00%	01/09/2019	01/09/2020	2,500	7,445	50,000	-	57,445	781	4,945	50,000	-	54,945
Carmen Ballve	\$1,000,000	5.00%	11/30/2018	11/30/2019	50,000	154,384	1,000,000	-	1,154,384	15,616	104,384	1,000,000	-	1,104,384
Carmen Ballve	\$ 100,000	5.00%	06/01/2018	06/01/2019	5,000	17,932	100,000	-	112,932	2,822	12,932	100,000	-	112,932
Jorge Moreno de Alboran	\$ 50,000	5.00%	04/07/2018	10/31/2019	2,500	9,342	50,000	-	59,342	781	6,842	50,000	-	56,842
Carmen Ballve	\$ 75,000	5.00%	02/06/2018	10/31/2018	3,750	14,630	75,000	-	89,630	1,171	10,880	75,000	-	85,880
Jorge Moreno de Alboran	\$ 150,000	5.00%	09/27/2018	10/31/2018	7,500	24,473	150,000	-	174,473	2,342	16,973	150,000	-	166,973
Carmen Ballve	\$ 150,000	5.00%	09/27/2018	10/31/2018	7,500	24,473	150,000	-	174,473	4,233	16,973	150,000	-	166,973
Allen Siegel and Madeleine Kassimir	\$ 75,000	5.00%	04/25/2018	10/31/2018	3,750	13,829	75,000	-	88,829	1,171	10,079	75,000	-	85,079
Carmen Ballve	\$ 171,400	5.00%	04/10/2017	10/31/2018	8,570	40,526	171,400	-	211,926	2,677	31,956	171,400	-	203,356
Jorge Moreno de Alboran	\$ 171,400	5.00%	04/10/2017	10/31/2018	8,570	40,526	171,400	-	211,926	4,837	31,956	171,400	-	203,356
<b>Total</b>					\$ 286,193	\$ 652,146	\$ 6,397,800	\$ -	\$ 7,049,946	\$ 94,363	\$ 365,952	\$ 5,142,800	\$ -	\$ 5,508,752

The convertible notes are convertible into common shares at a conversion price. The conversion price equal to 80% of the price per share of Qualified Financing Securities paid by the other investors in the Qualified Financing, with any resulting fraction of a share rounded down to the nearest whole share. Since the conversion feature is convertible into variable number of shares and does not have fixed-for-fixed features, the conversion feature was not bifurcated and recorded separately.

**MAV FARM INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

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**7. INCOME TAXES**

The provision for income taxes for the year ended December 31, 2021, and December 31, 2020 consists of the following:

<b>As of Year Ended December 31,</b>	<b>2021</b>	<b>2020</b>
Net Operating Loss	\$ (600,645)	\$ (616,728)
Valuation Allowance	600,645	616,728
<b>Net Provision for income tax</b>	<b>\$ -</b>	<b>\$ -</b>

Significant components of the Company's deferred tax assets and liabilities at December 31, 2021, and December 31, 2020 are as follows:

<b>As of Year Ended December 31,</b>	<b>2021</b>	<b>2020</b>
Net Operating Loss	\$ (1,767,102)	\$ (1,166,457)
Valuation Allowance	1,767,102	1,166,457
<b>Total Deferred Tax Asset</b>	<b>\$ -</b>	<b>\$ -</b>

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, the Company has determined that it is more likely than not that the Company will not recognize the benefits of the federal and state net deferred tax assets, and, as a result, full valuation allowance has been set against its net deferred tax assets as of December 31, 2021 and December 31, 2020. The amount of the deferred tax asset to be realized could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased.

For the fiscal year ending December 31, 2021, the Company had federal cumulative net operating loss ("NOL") carryforwards of \$1,243,604, and the Company had state net operating loss ("NOL") carryforwards of approximately \$523,498. Utilization of some of the federal and state NOL carryforwards to reduce future income taxes will depend on the Company's ability to generate sufficient taxable income prior to the expiration of the carryforwards. The federal net operating loss carryforward is subject to an 80% limitation on taxable income, does not expire, and will carry on indefinitely.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not to be sustained on a tax return upon examination by the relevant taxing authority, based on the technical merits of the position. As of December 31, 2021, and December 31, 2020, the Company had no unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of December 31, 2021, and December 31, 2020, the Company had no accrued interest and penalties related to uncertain tax positions.

**8. RELATED PARTY**

There are no related party transactions.

**MAV FARM INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2021 AND DECEMBER 31, 2020**

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## **9. COMMITMENTS AND CONTINGENCIES**

### **Contingencies**

The Company's operations are subject to a variety of local and state regulation. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

### **Litigation and Claims**

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2021, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

## **10. SUBSEQUENT EVENTS**

The Company has evaluated subsequent events for the period from December 31, 2021 through January 2, 2023, which is the date the financial statements were available to be issued.

On March 17, 2022, the Company issued Convertible Promissory Note in the amount of \$100,000 with the rate of 5% per annum. The principal and accrued interest shall be due and payable on March 17, 2023.

There have been no other events or transactions during this time which would have a material effect on these financial statements.

## **11. GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a net operating loss of \$1,754,339, an operating cash flow loss of \$1,787,003, and liquid assets in cash of \$39,945, which less than a year's worth of cash reserves as of December 31, 2021. The Company's situation raises a substantial doubt on whether the entity can continue as a going concern in the next twelve months.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.