**AMENDED 1st QUARTER 2018 REPORT OF**

# SANTO MINING CORP.


3105 NW 107th Ave. Suite 400
Doral, FL 33172
1-844-420-4203


UN-AUDITED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2018

802899203
(CUSIP number)

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Because we want to provide more meaningful and useful information, this Disclosure Statement contains certain "forward-looking statements" (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Disclosure Statement.

# ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the company is **Santo Mining Corp**.

The Company was incorporated in the State of Nevada on July 8, 2009 as Santa Pita Corp to operate an internet portal for dentists and patients to access dental information, as well as a teeth-whitening business.

On July 30, 2012 the Company redirected its focus toward precious metal exploration and mining. Mineral exploration began with a mineral claim acquisition agreement (the "Acquisition Agreement"), with GEXPLO, SRL (the "Vendor") and the Company, whereby the Company agreed to acquire from the Vendor a one hundred percent (100%) interest in a claim ("the Claim") located in the Dominican Republic. The owner of the Vendor, Alain French, became President, Chief Executive Officer, Secretary, Treasurer and Director on the acquisition closing date.

On April 10, 2015 the Company entered into a plan of "Exchange Agreement", whereby it acquired Cathay Cigars of Asia ("Cathay") a Florida corporation. Upon the acquisition Alain French resigned all roles as Company officer and board director and issued back into treasury all preferred shares and common shares of the Company. In conjunction with the Exchange Agreement certain liabilities between Officers and mineral exploration partners of the Company, were settled in the form of notes having various terms. As per the Exchange Agreement, Franjosé Yglesias became President and Chief Executive Officer and Matthew Arnett became Chief Marketing Officer, each receiving 150,000 shares of preferred stock of the Company for their interest in Cathay.

With the acquisition the Company changed its operations to a lifestyle brand, marketing high value luxury lifestyle products to the leisure and entertainment sector.

On July 15, 2015 the Company re-domiciled to the State of Florida from the State of Nevada.

## ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

**A. Company Headquarters**
Our principal executive and administrative offices are located:
3105 NW 107th Ave. Suite 400
Doral FL, 33172
The telephone number is (833) 332-7262

## ITEM 3. SECURITY INFORMATION

**Common Stock**
Trading Symbol: SANP
Exact Title and Class of Securities Outstanding: Common Stock
CUSIP: 802899203
Par or Stated Value: $0.00001
Total Shares Authorized: 9,000,000,000
Total Shares Issued & Outstanding: 8,231,457,267 as of March 31, 2018

**Preferred "A" Stock**
Trading Symbol: N/A
Exact Title and Class of Securities Outstanding: Preferred "A"
Stock CUSIP: N/A
Par or Stated Value: $0.001
Total Shares Authorized: 500,000,000
Total Shares Issued & Outstanding: 300,000,000 as of March 31, 2018
Preferred "A" Stock has Voting Right Conversion Rate 1 X 1,000

**Transfer Agent:**
Pacific Stock Transfer, Inc.
6725 Via Austi Parkway Suite 300
Las Vegas, NV 89119
Telephone: (800) 785-7782
FAX: (702) 443-1979

Is the transfer agent registered under the Exchange Act?
Yes.

List any restrictions on the transfer of security:
None.

Describe any trading suspension orders issued by the SEC in the past 12 months:
None.

## ITEM 4. ISSUANCE HISTORY

During The Three Months Ended March 31, 2018, the following issuances of securities occurred:

***Convertible Issuance***

On January 22, 2018 the Company borrowed $14,000 from Machiavelli LTD LLC, Carpathia LLC or J.P Carey investors. The interest rates is 12% and upon occurrence of an event of default, the interest rate shall increase to 24%.The notes are convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of each note, at a price for each share of Common Stock equal to 60% (40% discount) of the lowest closing bid price for the 30 (thirty) trading days prior to the date of conversion. The Company has accounted for the notes as stock settled debt under ASC 480 and recorded a debt premium (included in Derivative Liability) with a charge to interest expense.

***Conversions of Debt to Common Shares***

On January 3, 2018 200,000,000 common shares were issued to World Market Ventures, LLC. The conversion of $20,000 in value was applied to accrued interest due to the note holder.

On January 8, 2018 163,500,000 common shares were issued to the note holder. The conversion of $16,335 in value was applied to principal.

On January 18, 2018 32,857,142 common shares were issued to the note holder. The conversion of $1,150 in value was charged to interest expense.

On January 25, 2018 163,103,400 common shares were issued to the note holder. The conversion of $16,310 in value was applied to principal.

On February 6, 2016 153,650,000 common shares were issued to the note holder. The conversion of $15,365 in value was applied to principal.

On March 1, 2018 94,984,754 common shares were issued to J.P Carey. The conversion of $9,499 in value was applied to principal and accrued interest due to the note holder.

**THE SECURITIES ISSUED ABOVE WERE ISSUED PURSUANT TO EXEMPTIONS FROM REGISTRATION REQUIREMENTS RELYING ON SECTION 4(A)(2) OF THE SECURITIES ACT OF 1933 AND UPON RULE 506 OF REGULATION D OF THE SECURITIES ACT OF 1933 AS THERE WAS NO GENERAL SOLICITATION, AND THE TRANSACTIONS DID NOT INVOLVE A PUBLIC OFFERING. THE HOLDERS PROVIDED LEGAL OPINIONS PURSUANT TO RULE 144 PROMULGATED UNDER SECTION 4(A)(1) OF THE SECURITIES ACT AND RULE 144.**

## ITEM 5. FINANCIAL STATEMENTS

**Santo Mining Corp.**
**Consolidated Balance Sheets**
**(Unaudited)**

| | March 31, 2018 | December 31 2017 |
|---|---|---|
| CURRENT ASSETS | | |
| Cash and cash equivalents | $ 21,349 | $ (5,460) |
| Other Assets | | 30,126 |
| Total Current Assets | 21,349 | 24,666 |
| Assets Held for Sale | 30,000 | - |
| **Total Assets** | $ 51,349 | $ 210,645 |
| **LIABILITIES AND STOCKHOLDERS' DEFICIT** | | |
| **CURRENT LIABILITIES** | | |
| **Accounts payable and accrued expenses** | $ 79,347 | $ 126,347 |
| **Accrued Compensation** | 608,132 | 533,132 |
| **Stock Payable** | 41,000 | - |
| **Accrued Interest - Convertible notes payable** | 178,490 | 187,574 |
| **Convertible notes payable-current portion net of discount** | 469,136 | 508,869 |
| **Derivative Liability/Debt Premium** | 220,550 | 227,768 |
| **Total Current Liabilities** | 1,596,655 | 1,536,690 |
| **LONG-TERM LIABILITIES** | - | - |
| **Total Liabilities** | 1,596,655 | 1,536,690 |
| **STOCKHOLDERS' DEFICIT** | | |
| **Series A Preferred stock; par value of $.001, 500,000,000 shares authorized; 300,000,000 and 300,000,000 shares issued and outstanding at December 31, 2017 and December 31, 2016, respectively** | 300,000 | 300,000 |
| **Common stock; par value of $.00001, 9,000,000,000 shares authorized; 8,231,457,267 and 2,484,588,827 shares issued and outstanding at December 31, 2017 and December 31, 2016, respectively** | 82,315 | 74,234 |
| **Additional paid in capital** | 2,528,296 | 2,457,719 |
| **Accumulated deficit** | (4,455,917) | (4,343,977 |
| **Total Stockholders' Deficit** | (1,545,306) | (1,512,024 |
| **TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT** | $ 51,349 | $ 24,666 |

**THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS**

SANTO MINING CORP.
Consolidated Statements of Operations
(Unaudited)

| | For the Three Months Ended March 31, 2018 | 2017 |
|---|---|---|
| **REVENUES** | $ | $ 22,772 |
| **COST OF SALES** | 850 | 7,013 |
| | | |
| **Gross Profit (loss)** | (850) | 15,759 |
| | | |
| **OPERATING EXPENSES** | | |
| | | |
| **General and administrative** | 15,527 | 117,361 |
| **Advertising and marketing** | 1,755 | 587 |
| **Professional fees** | - | - |
| | | |
| **Officer Compensation** | 75,000 | 75,000 |
| | | |
| **Total Operating Expenses** | 92,282 | 192,948 |
| | | |
| **OPERATING (LOSS)** | (93,132) | (177,189) |
| | | |
| **OTHER INCOME (EXPENSE)** | | |
| | | |
| **Change in Fair Value of Derivative** | 7,218 | (21,000) |
| **Interest expense** | (18,056) | (17,910) |
| | | |
| **Total Other Income (Expense)** | (10,838) | (38,910) |
| | | |
| **NET (LOSS) BEFORE INCOME TAXES** | (103,970) | (216,099) |
| **Provision for income taxes** | - | - |
| | | |
| **NET (LOSS)** | $ (103,970) | $ (216,099) |
| | | |
| **BASIC AND DILUTED LOSS PER SHARE** | $ (0.000001) | $ (0.00009) |
| | | |
| **WEIGHTED AVERAGE NUMBER** | 8,038,588,127 | 2,370,566,355 |
| **OF SHARES OUTSTANDING** | | |
| | | |
| **Weighted Average Shares Outstanding - Basic and Diluted** | 8,038,588,127 | 2,370,566,355 |
| | | |
| **NET INCOME (LOSS)** | (103,970) | (216,099) |
| **Foreign Currency Translation** | - | - |
| **TOTAL COMPREHENSIVE INCOME (LOSS)** | (103,970) | (216,099) |

**THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.**

**SANTO MINING CORP.**
Consolidated Statements of Cash Flows
(Unaudited)

| | The Three Months Ended: March 31, 2018 | 2017 |
|---|---|---|
| OPERATING ACTIVITIES | | |
| Net (Loss) | $ (103,970) | $ (216,099) |
| Adjustments to reconcile net (loss) to net cash from operating activities: | | |
| | | - |
| Officer advances/(repayment) | - | (14,217) |
| Non-cash unaccrued interest on notes converted | - | 5,901 |
| Changes in operating assets and liabilities: | | |
| Accounts Receivable: | - | 94,390 |
| Other Assets | 30,126 | - |
| Accounts Payable | - | 2,600 |
| Accrued Compensation | 75,000 | 75,000 |
| Accrued Interest on Convertible Notes | (9,084) | 12,009 |
| Net Cash (Used) From Operating Activities | (7,928) | (40,416) |
| Investing | | |
| Assets Held for Sale | (30,000) | - |
| Net Cash (Used) from Investing | (30,000) | |
| FINANCING ACTIVITIES | | |
| Proceeds from Preferred Stock sale | 41,000 | |
| Proceeds from Convertible Note issuance | 14,000 | 22,100 |
| Derivative Liability/Debt Premium | 16,955 | 21,000 |
| Gain from Debt Extinguishment | (7,218) | - |
| Net Cash From Financing Activities | 64,737 | 43,100 |
| Net Increase (Decrease) in Cash and Cash Equivalents | 26,809 | 2,684 |
| Cash and Cash Equivalents, Beginning of Period | (5,460) | (4,952) |
| Cash and Cash Equivalents, End of Period | $ 21,349 | $ (2,268) |

**THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.**

## NOTE 1- NATURE OF OPERATIONS

**Corporate History**

The Company was incorporated in the State of Nevada on July 8, 2009 as Santa Pita Corp to operate an internet portal for dentists and patients to access dental information, as well as a teeth-whitening business.

On July 30, 2012 the Company redirected its focus toward precious metal exploration and mining. Mineral exploration began with a mineral claim acquisition agreement (the "Acquisition Agreement"), with GEXPLO, SRL (the "Vendor") and the Company, whereby the Company agreed to acquire from the Vendor a one hundred percent (100%) interest in a claim ("the Claim") located in the Dominican Republic. The owner of the Vendor, Alain French, became President, Chief Executive Officer, Secretary, Treasurer and Director on the acquisition closing date. The Company was renamed Santo Mining Corp.

**Merger**

On April 10, 2015 the Company entered into a plan of "Exchange Agreement", whereby it acquired Cathay Cigars of Asia ("Cathay") a Florida corporation. Upon the acquisition Alain French resigned all roles as Company officer and board director and issued back into treasury all preferred shares and common shares of the Company. In conjunction with the Exchange Agreement certain liabilities between Officers and mineral exploration partners of the Company, were settled in the form of notes having various terms. As per the Exchange Agreement, Franjosé Yglesias became President and Chief Executive Officer and Matthew Arnett became Chief Marketing Officer, each receiving 150,000,000 shares of Series A preferred .001 par stock of the Company for their interest in Cathay.

With the acquisition the Company changed its operations to a lifestyle brand, marketing high value luxury lifestyle products to the leisure and entertainment sector.

On July 15, 2015 the Company re-domiciled to the State of Florida from the State of Nevada.

On October 15, 2015 the Company filed a Form 15-12G to relieve itself temporarily of its filling obligations with the Securities Exchange Commission.

On March 1, 2016 the Company increased its authorized Common Shares from 5,000,000,000 to 9,000,000,000 and its Preferred Shares to 500,000,000.

On May 1, 2018 the Company sold a controlling interest of the Preferred Shares to ASAMA of Vietnam a MLM Crypto Mining Company, details of the agreement are posted on the OTCMarkets and details of the percentage of ownership are evident below in this document.

## NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Presentation**

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

<u>Loss per Share</u>
Basic loss per share ("EPS") is computed by dividing net loss (the numerator) by the weighted-average number of common shares outstanding for the period (the denominator). Diluted EPS is computed by dividing net loss by the weighted-average number of common shares and potential common shares outstanding (if dilutive) during each period. Potential common shares include common shares to be issued related to convertible debentures.

As the Company has incurred losses for the three months ended March 31, 2018 and 2017, the potentially dilutive shares are anti-dilutive and are thus not added into the loss per share calculations.

Going Concern

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has generally had net losses after consideration of income taxes. Further, the Company has negative working capital and insufficient cash flows from operation as of March 31, 2018, and does not have the requisite liquidity to pay its current obligations. These factors, among others, raise substantial doubt about its ability to continue as a going concern. Management will seek to increase revenues and reduce costs, while raising capital through the sale of its stock. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("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 revenue and expenses during the reporting period. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ from those estimates.

Inventory

Inventory is valued at lower of cost or market using first-in-first out cost flows. Inventory is periodically reviewed for obsolescence and other impairment with adjustments taken to cost of sales or period costs based on the nature of the impairment.

Derivative Liabilities

The Company has certain financial instruments that contain embedded derivatives. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 810-10-05-4 and 815-40. This accounting treatment requires that the carrying amount of any embedded derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is the case with the Company, the change in the fair value during the period is recorded as either income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to income or expense as part of gain or loss on extinguishment.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note date with a charge to interest expense in accordance with ASC 480 - "Distinguishing Liabilities from Equity". Since July 2017, newly issued convertible notes are evaluated to determine whether to apply derivative treatment or considered the note as stock settled debt with premium charged to interest expense on date of issuance.

Revenue Recognition

Sales are recognized upon shipment of product to the customer. Provisions for returns and allowances are recorded in the period the sales occur. Payments received from customers prior to shipment of the product to them, are recorded as customer deposit liabilities.

Cost of Sales

The Company includes product costs (i.e. material, direct labor and overhead costs), shipping and handling expense in cost of sales.

Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company computes a deferred tax asset for net operating losses carried forward. The potential benefit of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

Subsequent Events
The Company evaluated events subsequent to March 31, 2018 through the date the financial statements were issued for disclosure considerations.

## NOTE 3 – CASH AND CASH EQUILIVANTS

Generally cash on deposit at banks and short term interest bearing securities are considered cash. Certain amounts recorded as Accounts Receivable are in-transit deposits being processed by third parties out of the control of the Company and are not recognized as cash until the deposit is recorded by the bank. As such bank balances may appear as negative cash balances from time to time.

## NOTE 4 – COMMIMENTS, CONTINGENCIES AND LEGAL MATTERS

From time to time, the Company may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business. Except as set forth below, we are currently not aware of any such pending or threatened legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

## NOTE 5 – ACCOUNTS RECEIVABLE

Accounts Receivable consists of amounts billed to wholesale and retail customers for cigars. Wholesale terms vary by customer and may include consignment type arrangements. All product sales including those paid by credit card are recorded as Accounts Receivable when invoiced. Credit card payments are generally processed and automatically deposited in the bank accounts within 3 business days of invoicing. Allowances for uncollectable amounts are reviewed monthly and adjustments are reflected in the period in which such allowances change.

## NOTE 6 – OTHER CURRENT ASSETS

Other Current Assets (Prepaid Expenses) include deposits placed with vendors for goods or services. At March 31, 2018 and December 31 2017 other current assets was valued at $0 and $30.126, respectively. The computer hardware on order at December 31 had been received and was reclassified into Assets Held for Sale. Assets Held for Sale are periodically evaluated for impairment, no impairments were assessed for the three months ended March 31, 2018.

## NOTE 7 - INVENTORY

Inventory consists of finished goods (cigars). Inventory is physically located in Company storage in the US or abroad. Inventory is periodically reviewed for impairment and adjusted to reflect lower of cost or market values. At March 31, 2018 and December 31 2017 inventory was valued at $0.

## NOTE 8 – LEASES

The Company leases an office that serves as its executive offices. Pursuant to the lease, the rent for period ended March 31, 2018 totaled $583. During the three months ended March 31, 2017 the Company expensed $2,600 for its offices and storage facilities.

## NOTE 9 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts Payable and Accrued Expenses at March 31, 2018 and December 31, 2017 represent the following:

| | March 31, 2018 | December 31, 2017 |
|---|---|---|
| **Accounts Payable** | $ 79,347 | $ 79,347 |
| **Accrued Compensation** | 608,132 | 533,132 |
| **Accrued Interest Convertible Notes** | 178,490 | 187,574 |
| Total | $ 865,969 | $ 799,953 |

Accounts Payable includes $79,347 of legacy liabilities following the 2015 merger. Management expects to liquidate the legacy balances for lesser amounts than as recorded. Accrued Compensation represents the balances due to officers which may be settled with a formal recognition of amounts owed through notes payable. Accrued Interest – Convertible Notes is expected to be settled through conversion of principal and interest at the note holders' request, the decrease from December 31, 2017 to March 31, 2018 is due to greater conversions of interest into common stock than the interest expense during the period.

## NOTE 10 – CONVERTIBLE DEBENTURES

Legacy Financing

The convertible promissory notes below were entered into prior to the acquisition of Cathay along with certain other liabilities included in the accounts payable and accrued interest recorded on the balance sheet at December 31, 2017.

Asher/KBM Worldwide, Inc. Notes 1 & 2:
On March 20, 2014, the Company borrowed $37,500 from KBM Worldwide pursuant to a Convertible Promissory Note (the "KBM-Note1") with a face value of $37,500. The note is unsecured, accrues interest at 8% per annum (and default interest at 22% per annum) and matured on February 16, 2015. The note is convertible into common stock of the Company and the conversion price shall be equal to a 50% discount from the average of the three (3) lowest closing bid prices for the common stock during the thirty (30) trading days prior to a notice of conversion. The KBM-Note1 is currently in default.

On May 13, 2014, the Company borrowed $42,500 from KBM Worldwide pursuant to a Convertible Promissory Note (the "KBM-Note2") with a face value of $42,500. The note is unsecured, accrues interest at 8% per annum (and default interest at 22% per annum) and matured on December 31, 2015. The note is convertible into common stock of the Company and the conversion price shall be equal to a 50% discount from the average of the three (3) lowest closing bid prices for the common stock during the thirty (30) trading days prior to a notice of conversion. The KBM-Note2 is currently in default.

The KBM-Note1 and the KBM-Note2 (collectively, the "KBM Notes") were assigned pursuant to two (2) assignment agreements: one, an assignment agreement by and between the Company, KBM Worldwide, Inc., and J. P. Carey, Inc. dated May 8, 2017 which effectively assigned, restated, sold and transferred fifty percent (50%) of the rights, title and interests in, to and under the KBM Notes to J.P. Carey, Inc. from the inception of the obligations; and the other, an assignment agreement by and between the Company, KBM Worldwide, Inc., and World Market Ventures, LLC dated May 8, 2017 which effectively assigned, restated, sold and transferred fifty percent (50%) of the rights, title and interests in, to and under the KBM Notes to World Market Ventures, LLC from the inception of the obligations. On August 3, 2017, the Company issued four (4) amended and restated notes to reflect the transactions consummated by the assignment agreements (and include the default amounts) as follows:

1) Two convertible promissory notes of the Company in favor of J.P. Carey, Inc. and World Market Ventures, LLC each in the amount of $22,312.50 representing the 50% assignment each in the restated KBM-Note1;

2) Two convertible promissory notes of the Company in favor of J.P. Carey, Inc. and World Markets Ventures, LLC each in the amount of $31,875.00 representing the 50% assignment each of the restated KBM-Note2;
   a. The notes issued above include the same terms as the originally issued notes, respectively; with the exception that the conversion limitation of 4.99% of the total issued and outstanding common stock of the Company has been increased to 9.99% of the total issued and outstanding common stock of the Company.
3) Amendment and restated notes were issued to each of J. P. Carey, Inc.
   a. World Market Ventures, LLC

As of March 31, 2018 principal had been liquidated as shown in the table below.

Hanover/MagnaNote:

On February 6, 2014, the Company issued 8% Convertible Promissory Note (the "Hanover Note") to Hanover, in the principal amount of $90,000, with an amended maturity date of June 7, 2015. The Note is convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of the note at a discount (per amendment dated October 17, 2014) of 20% of the lowest volume weighted average price in the 3 days prior to the conversion. The Note is subject to customary default provisions, including failure to issue common stock upon conversion. Upon the occurrence of an event of default, the interest rate shall be increased to 18% per annum. Due to initial conversion terms of the note no derivative liability was ascribed to the note, however given the amended conversion discount of 20% unallocated derivative liability has been held in reserve in the amount of $22,500. Management believes that treatment is consistent with stock settled debt under ASC 480 where a debt premium with a charge to interest expense would normally be recorded. The principal balance at March 31, 2018 is $90,000.

LG Capital Notes:

On April 4, 2014, the Company issued 10% Convertible Promissory Note (the "LG Capital Note") to LG Capital, in the principal amount of $40,000, with a maturity date of April 4, 2015. The Note is convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of the Note and ending on the Maturity Date, at a price for each share of Common Stock equal to 50% of the lowest closing bid price for the twenty prior trading days including the date of conversion. The principal balance at March 31, 2018 is $37,930.

On Oct 23, 2014, the Company issued 10% Convertible Promissory Note (the "LG Capital Note") to LG Capital, in the principal amount of $24,000, with a maturity date of Oct 23, 2015. The Note is convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of the Note and ending on the Maturity Date, at a price for each share of Common Stock equal to 50% of the lowest closing bid price for the twenty prior trading days including the date of conversion. The principal balance at March 31, 2018 is $24,000.

JMJ Notes:

On June 12, 2013, the Company issued to JMJ Financial ("JMJ"), a convertible promissory note as of the same date in the principal amount of $335,000 (the "JMJ Master Note"), with a maturity date of June 11, 2012, for total consideration of $300,000 (the "Note Consideration"). The interest rate of the JMJ is 0% if repaid within the first 90 days, and shall increase to 12% after 90 days. Pursuant to the terms of the Note, JMJ may elect to convert all or part of the outstanding unpaid principal and accrued interest into shares of the Company's common stock (up to an amount that would result in JMJ Financial holding no more than 4.99% of the outstanding shares of common stock of the Company) at a conversion price of the lesser of: (i) $0.138, or (ii) 60% of the lowest trade price in the 25 trading days preceding the conversion. Upon the closing on June 12, 2013, JMJ paid to the Company consideration in the amount of $60,000. The initial advance, all principal and accrued interest under the master note has been liquidated through conversions prior to December 31, 2016.

On September 26, 2013, JMJ paid the Company additional $25,000. The Company closed the Second Tranche of the JMJ Financial ("JMJ") with a convertible promissory note for (the "JMJ Note) in the amount of $30,000, the "Second JMJ Agreement"). All principal and accrued interest has been liquidated through conversion prior to December 31, 2016.

On December 10, 2014, the Company closed a Third Tranche of the JMJ Financial ("JMJ") convertible promissory note (the "JMJ Note) in the amount of $20,000, the "Third JMJ Agreement". The outstanding principal balance at

December 31, 2016 is $16,449. The outstanding principal and accrued interest was fully liquidated by December 31, 2017.

On March 12, 2014, the Company closed a Fourth Tranche of the JMJ Financial ("JMJ") convertible promissory note (the "JMJ Note) in the amount of $25,000, the "Third JMJ Agreement". The outstanding principal balance at December 31, 2016 is $22,333. The outstanding principal and accrued interest was fully liquidated by December 31, 2017.

On June 24, 2014, the Company closed a Fifth Tranche of the JMJ Financial ("JMJ") convertible promissory note (the "JMJ Note) in the amount of $25,000, the "Third JMJ Agreement". The outstanding principal balance at December 31, 2016 is $27,917. The outstanding principal and accrued interest was fully liquidated by December 31, 2017.

On October 23, 2014, the Company closed the Sixth and last Tranche of the JMJ Financial ("JMJ") convertible promissory note (the "JMJ Note) in the amount of $25,000, the "Third JMJ Agreement". The outstanding principal balance at December 31, 2016 is $27,917. The outstanding principal and accrued interest was fully liquidated by December 31, 2017.

Machiavelli LTD LLC
On April 1, 2015, Machiavelli LTD LLC, purchased a note previously held by a related party (GEXPLO) and was issued an amended and restated note for the principal and interest accrued of $70,000 from April 3, 2014. The note is convertible into common stock of the Company at a conversion price of 35% of the average of the three lowest trading prices in the previous ten day period prior to conversion. As of March 31, 2018 the note's principal and interest accrued had been liquidated through conversions.

Beaufort Capital Partners, LLC:
On December 17, 2015, the Company borrowed $20,000 from Beaufort Capital Partners under a Convertible Promissory Note with a face value of $25,000. The note is unsecured, bears late-fee interest at 12% per annum and matures on December 17, 2016. The note is convertible into common stock of the Company at a conversion price discount of 45% from the lowest intraday traded price for the common stock during the fifteen (15) trading days prior to a notice of conversion. A third party investor acquired the note in the third quarter of 2017. That note holder has converted $16,310 of principal into common shares. The outstanding principal balance is $8,690 at March 31, 2018.

On January 11, 2015, the Company borrowed $7,500 from Beaufort Capital Partners under a Convertible Promissory Note with a face value of $10,000. The note is unsecured, bears late-fee interest at 12% per annum and matures on January 11, 2017. The note is convertible into common stock of the Company at a conversion price discount of 45% from the lowest intraday traded price for the common stock during the fifteen (15) trading days prior to a notice of conversion. The outstanding principal balance is $0 at March 31, 2018.

**TABLE OF LEGACY CONVERTIBLE PROMISSORY NOTES**

| Original Note Terms | Maturity | Current Interest Rate | Principal and Default Penalties Outstanding December 31, 2017 | Principal and Default Penalties Outstanding March 31, 2018 |
|---|---|---|---|---|
| **Asher/KBM 1** | 12/31/2014 | 22% | 3,563 | - |
| **Asher/KBM 2** | 2/16/2015 | 22% | 160 | - |
| **Hanover** | 12/7/2014 | 18% | 90,000 | 90,000 |
| **LG** | 4/4/2015 | 24% | 37,930 | 37,930 |
| **LG** | 10/29/2014 | 24% | 24,000 | 24,000 |
| | | Total | $155,653 | $151,930 |
| **Machiavelli/GEXPLO** | 4/13/2013 | 6% | - | 0 |
| **GEXPLO** | 1/31/2014 | N/A | 122,816 | 90,117 |
| **Former Director** | 2/15/2015 | 8% | 10,000 | 10,000 |
| **Former Vendor** | 11/1/2014 | 12% | - | - |
| **Former Related Party** | | | $132,816 | $100,117 |
| **Beaufort Capital Partners, LLC** | 12/17/2015 | 12% | 25,000 | 8,690 |
| **Beaufort Capital Partners, LLC** | 1/11/2015 | 12% | - | - |

| | | | |
|---|---|---|---|
| **Pre-acquisition financing** | Subtotal | 25,000 | 8,690 |
| **Legacy Convertible Debt** | Total | $313,469 | $260,737 |

New Financings

In July 2017, the FASB issued Accounting Standards Update No. 2017-11 Earnings Per Share (Topic 260) Distinguishing Liabilities from Equity (Topic 480) Derivatives and Hedging (Topic 815) ("ASU 2017-11"), which changes the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. ASU 2017-11 also clarifies existing disclosure requirements for equity-classified instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a bifurcated derivative liability at fair value as a result of the existence of a down round feature. For freestanding equity classified financial instruments, ASU 2017-11 requires entities that present earnings per share (EPS) in accordance with ASC Topic 260 to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS. For the Company, ASU 2017-11 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. The Company adopted this standard on August 1, 2017.

Beaufort Capital Partners, LLC:
On July 18, 2016, the Company borrowed $4,500 from Beaufort Capital Partners under a Convertible Promissory Note (the "BCP-Note2") with a face value of $6,000. The note is unsecured, bears late-fee interest at 12% per annum and matures on January 11, 2017. The note is convertible into common stock of the Company at a conversion price discount of 45% from the lowest intraday traded price for the common stock during the fifteen (15) trading days prior to a notice of conversion. The principal balance at March 31, 2018 is $6,000.

Machiavelli LTD LLC, Carpathia LLC and J.P. Carey
On May 8, 2015 the Company entered into an informal financing arrangement whereby at the sole discretion of Machiavelli LTD or Carpathia LLC or J.P. Carey the investors would fund the Company's operations and investments through purchase of convertible promissory notes having common terms for interest, default and conversion into the Company's common shares. The interest rates are 12% and upon occurrence of an event of default, the interest rate shall increase to 24%.The notes are convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of each note, at a price for each share of Common Stock equal to 60% (40% discount) of the lowest closing bid price for the 30 (thirty) trading days prior to the date of conversion. Individual notes issued prior to August 1, 2017 were treated under the guidance of ASC 810-10-05-4 and 815-40, accordingly an estimate of for fair value equal to the note amount was added to Derivative Liability and recognized in the statement of operations as other losses. Subsequent to July 31, 2017 The Company has accounted for the notes as stock settled debt under ASC 480 and recorded a debt premium (included in Derivative Liability) with a charge to interest expense. At March 31, 2018 the outstanding principal was $141,400.

Table of Machiavelli LTD LLC, Carpathia LLC and J.P. Carey Convertible Promissory Notes

| Issue Date | Maturity Date | Amount |
|---|---|---|
| **5/8/2015** | 5/8/2016 | 5,000 |
| **3/7/2016** | 3/7/2017 | 7,000 |
| **4/26/2016** | 4/26/2017 | 5,000 |
| **1/19/2017** | 1/19/2018 | 4,300 |
| **1/20/2017** | 1/20/2018 | 4,300 |
| **2/14/2017** | 2/14/2018 | 3,500 |
| **3/20/17** | 3/20/2018 | 10,000 |
| **6/2/2017** | 12/2/2017 | 10,000 |
| **6/20/2017** | 12/20/2017 | 10,000 |
| **9/5/2017** | 3/5/2017 | 10,000 |
| **9/21/2017** | 3/21/2018 | 20,000 |
| **9/29/2017** | 3/29/2018 | 5,700 |
| **10/19/2017** | 4/19/2018 | 34,600 |
| **1/22/2018** | 7/22/2018 | 12,000 |
| **Outstanding** | 12/31/2017 | $141,400 |

Oscaleta Partners, LLC Notes:
On October 10, 2017 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC (Fee Note 1) in amount of $20,000. The note has an interest rate of 12%, matures on October 31, 2018 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company has accounted for the convertible promissory note as stock settled debt under ASC 480 and recorded a debt premium with a charge to interest expense.

On December 1, 2017 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC (Fee Note 2) in amount of $20,000. The note has an interest rate of 12%, matures on December 31, 2018 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company has accounted for the convertible promissory note as stock settled debt under ASC 480 and recorded a debt premium with a charge to interest expense.

On December 29, 2017 the Company borrowed $20,000 from Oscaleta Partners, LLC. A convertible note payable in the principal amount of $20,000 was issued to the lender. The note has an interest rate of 12% and matures on June 30, 2018 and can be converted at the lesser of: i) .0003, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company has accounted for the convertible promissory note as stock settled debt under ASC 480 and recorded a debt premium with a charge to interest expense.

Available Shares of Common Stock
At March 31, 2018 there were 768,542,267 authorized and unissued shares of common stock available for conversions. Which based on the principal and accrued interest payable under convertible notes would not liquidate the entire balances of convertible notes and accrued interest. It is management's belief that based on terms of the notes and/or the unique situations of the note holders some of the unconverted notes will not be liquidated through conversion within the next year. Management monitors this situation carefully and is in contact with a number of the note holders.

## NOTE 11- DERIVATIVE LIABILITIES

FASB ASC 820 defines fair value, establishes a framework for measuring fair value under U.S. generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under FASB ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, with the first two inputs considered observable and the last input considered unobservable, that may be used to measure fair value as follows:

- Level one -- Quoted market prices in active markets for identical assets or liabilities;
- Level two – Inputs, other than level one inputs, that are either directly or indirectly observable; and
- Level three -- Unobservable inputs developed using estimates and assumptions, which are developed
- by the reporting entity and reflect those assumptions that a market participant would use.

Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each quarter. The Company has one liability measured at fair value on a recurring basis, which consists of a derivative liability on certain convertible notes payable (see note 11). As of December 31, 2016 this derivative liability had an estimated fair value of $462,456. The Company has no assets that are measured at fair value on a recurring basis.

The following table presents information about our derivative liability, which was the Company's only financial instrument measured at fair value on a recurring basis using significant inputs other than level one inputs that are either directly or indirectly observable (Level 2) as of March 31, 2018:

| | |
|---|---|
| Balance at December 31, 2015 | $ 379,334 |
| Conversions (legacy) | (43,167) |
| Issuances (new notes) | 18,000 |

| | |
|---|---|
| Balance at December 31, 2017 | 354,167 |
| Conversions (legacy and new notes) | (254,033) |
| Issuances (fair value estimate) | 17,000 |
| Issuances (premium, since July 2017) | 101,634 |
| Balance at December 31, 2017 | 227,768 |
| Gain on Debt Extinguishment | (7,218) |
| Balance at March 31, 2018 | $ 200,550 |

All legacy convertible notes were evaluated for fair value treatment at the date of issuance and were periodically revalued. The fair values of the financial derivative were calculated using a modified binomial valuation model that values the derivative liability within the notes based on a probability weighted discounted cash flow model. These models are based on future projections of the various potential outcomes. The features in the notes that were analyzed and incorporated into the model included the conversion feature with the reset provisions; redemption provisions; and the default provisions. Assumptions used to calculate the fair value of the derivative liability on the loan origination date and July 31, 2014:

| | **July 31,** 2013 | **On Various Debt** Origination Date | **July 31,** 2014 |
|---|---|---|---|
| **Market value of common stock on measurement date (1)** | $0.105 | $0.0013 - $0.0024 | $0.0004 |
| **Adjusted conversion price (2)** | 0.083 | 0.001 – 0.004 | $0.0013 |
| **Risk free interest rate (3)** | 0.04% - 0.08% | 0.02% - 0.11% | 0.02% - 0.11% |
| **Life of the note in years** | 0.48 - 0.86 | 0.0 - 0.65 | 0.0 - 0.65 |
| **Expected volatility (4)** | 192% | 223% | 220% |
| **Expected dividend yield (5)** | - | - | - |

(1) The market value of common stock was based on closing market price as of July 31, 2013, on each debt origination date and July 31, 2014.
(2) The adjusted conversion price is calculated based on conversion terms described in the note agreement.
(3) The risk-free interest rate was determined by management using the 1year Treasury Bill as of the respective Offering or measurement date.
(4) The volatility factor was estimated by management using the historical volatilities of the Company's stock.
(5) Management determined the dividend yield to be 0% based upon its expectation that it will not pay dividends for the foreseeable future.
(6) Derivative Liabilities for notes that have matured remain at the historic liability amount unless converted into common shares at which time the proportionate principal and derivative liability are decreased. No such adjustment to the derivative liability is made for interest converted.

Since July 31, 2014, the notes have been evaluated by comparing the sum of the derivative liability, the accrued interest and the principal to an "as if converted" basis in the financial statements. New notes issued until July 31, 2017 were evaluated based on the conversion terms and the effect of notes converted with similar terms. In general new issuances were treated as if the embedded conversion feature was a derivative and the fair value adjustment to the derivative liability and recognized in statement of operations and equaled or exceeded the face amounts of the notes. Notes issued after July 31, 2017 have been treated as stock settled debt with a premium equal to the value associated with the conversion price discount being recorded as derivative liability and recognized as interest expense at issuance date.

In addition to the assumptions above, the Company also takes into consideration whether or not the Company would participate in another round of financing and if that financing is registered or not and what that stock price would be for the financing at that time. The Company highlights that the legacy notes have matured, and is no longer calculating a derivative value for these notes.

## NOTE 12 - RELATED PARTY PAYABLES

As of September, 2017, the Company had net advances and loans of from officers for reimbursable expenditures for travel and lodging and advances made to the Company. At March 31, 2017 and 2016 the balances due to officers were $0 and $18,630.

## NOTE 13- STOCKHOLDERS' DEFICIENCY

On May 22, 2017, the Company increased the authorized number of shares of common stock to 9 billion shares. At March 31, 2018 and December 31, 2017, there are 8,231,457,267 and 7,423,361,971 shares of Common stock par value .00001, outstanding, respectively.
At March 31, 2018 and December 31, 2017 there are 500,000,000 shares authorized of Preferred "A" Stock, par or stated value: $0.001
Total Shares Issued & Outstanding: 300,000,000

Mr. Matthew Arnett 150,000,000 (please refer to Subsequent Events below)
Mr. Franjosé Yglesias 150,000,000
Preferred "A" Stock has Voting Right Conversion Rate 1 X 1,000

*The following shares of common stock were issued since December 31 2015.*

On January 4, 2016, 150,000,000 common shares were issued to the holder of convertible note issued to Machiavelli LTD LLC. The conversion of $5,250 was applied to amounts due to the note holder.

On July, 21, 2016, 180,000,000 common shares were issued to the holder of convertible note issued to Machiavelli LTD LLC. The conversion of $6,300 was applied to amounts due to the note holder.

On August 4, 2016, 180,000,000 common shares were issued to the holder of convertible note issued to Machiavelli LTD LLC. The conversion of $7,992 was applied to amounts due to the note holder.

On December 7, 2016, 180,000,000 common shares were issued to the holder of convertible note issued to Machiavelli LTD LLC. The conversion of $6,300 was applied to amounts due to the note holder.

On March 28, 2017 118,000,000 common shares were issued to the holder of a convertible note issued to KBM Worldwide, Inc. The conversion of $5,900 in value was applied to interest expense following the restatement and assignment of the original notes.

On April 21, 2017, 235,000,000 common shares were issued to Machiavelli LTD LLC. The conversion of $8,225 in value was applied to amounts due to the note holder.

On April 11, 2017, 187,500,000 common shares were issued to the holder of a convertible note issued to Mr. Raul Vazquez. The conversion of $5,000 in value was applied to amounts due to the note holder.

On May 2, 2017, 210,000,000 common shares were issued to Machiavelli LTD LLC. The conversion of $7,350 in value was applied to amounts due to the note holder.

On May 5, 2017, 280,000,000 common shares were issued to World Market Ventures, LLC. The conversion of $9,800 in value was applied to amounts due to the note holder.

On May 26, 2017, 207,142,857 common shares were issued to World Market Ventures, LLC. The conversion of $6,000 in value was applied to amounts due to the note holder.

On June 5, 2017, 181,059,123 common shares were issued to World Market Ventures, LLC. The conversion of $10,562 in value was applied to amounts due to the note holder.

On June 12, 2017, 129,310,345 common shares were issued to Beaufort Capital, LLC. The conversion of $7,500 in value was applied to amounts due to the note holder.

On August 15, 2017, 386,000,000 common shares were issued to World Market Ventures, LLC. The conversion of $19,300 in value was applied to amounts due to the note holder.

On October 5, 2017, 251,000,000 common shares were issued to World Market Ventures, LLC. The conversion of $12,575 in value was applied to amounts due to the note holder.

On October 10, 201,7 375,000,000 common shares were issued to JP Carey, LLC. The conversion of $18,750 in value was applied to amounts due to the note holder.

On October 17, 2017, 150,000,000 common shares were issued to World Market Ventures, LLC. The conversion of $7,500 in value was applied to amounts due to the note holder.

On October 25, 2017, 150,000,000 common shares were issued to World Market Ventures, LLC. The conversion of $7,312 in value was applied to amounts due to the note holder.

On October 27, 2017, 253,000,000 common shares were issued to JMJ, LLC. The conversion of $15,180 in value was applied to amounts due to the note holder.

On November 1, 2017, 273,000,000 common shares were issued to JMJ, LLC. The conversion of $15,380 in value was applied to amounts due to the note holder.

On November 3, 2017, 287,000,000 common shares were issued to JMJ, LLC. The conversion of $17,220 in value was applied to amounts due to the note holder.

On November 6, 2017, 485,637,000 common shares were issued to Trillium. The conversion of $24,282 in value was applied to amounts due to the note holder.

On November 6, 2017, 301,000,000 common shares were issued to JMJ, LLC. The conversion of $18.060 in value was applied to amounts due to the note holder.

On November 10, 2017, 251,740,778 common shares were issued to JMJ, LLC. The conversion of $45,313 in value was applied to amounts due to the note holder.

On November 17, 2017, 208,333,333 common shares were issued to JMJ, LLC. The conversion of $25,000 in value was applied to amounts due to the note holder.

On November 17, 2017, 62,714,408 common shares were issued to World Market Ventures, LLC. The conversion of $7,313 in value was applied to amounts due to the note holder.

On December 29, 2017, 62,714,408 common shares were issued to Trillium. The conversion of $7,434 in value was applied to amounts due to the note holder.

On January 3, 2018 200,000,000 common shares were issued to World Market Ventures, LLC. The conversion of $20,000 in value was applied to accrued interest due to the note holder.

On January 8, 2018 163,500,000 common shares were issued to the note holder. The conversion of $16,335 in value was applied to principal.

On January 18, 2018 32,857,142 common shares were issued to the note holder. The conversion of $1,150 in value was charged to interest expense.

On January 25, 2018 163,103,400 common shares were issued to the note holder. The conversion of $16,310 in value was applied to principal.

On February 6, 2016 153,650,000 common shares were issued to the note holder. The conversion of $15,365 in value was applied to principal.

On March 1, 2018 94,984,754 common shares were issued to J.P Carey. The conversion of $9,499 in value was applied to principal and accrued interest due to the note holder.

**THE SECURITIES ISSUED ABOVE WERE ISSUED PURSUANT TO EXEMPTIONS FROM REGISTRATION REQUIREMENTS RELYING ON SECTION 4(A)(2) OF THE SECURITIES ACT OF 1933 AND UPON RULE 506 OF REGULATION D OF THE SECURITIES ACT OF 1933 AS THERE WAS NO GENERAL SOLICITATION, AND THE TRANSACTIONS DID NOT INVOLVE A PUBLIC OFFERING. THE HOLDERS PROVIDED LEGAL OPINIONS PURSUANT TO RULE 144 PROMULGATED UNDER SECTION 4(A)(1) OF THE SECURITIES ACT AND RULE 144.**

## NOTE 14- SUBSEQUENT EVENTS

- On April 2, 2018, Matthew J. Arnett resigned as Chief Marketing Officer and as member of the Board of Directors.
- On April 2, 2018, In conjunction with Mr. Arnett's resignation he exchanged all of his Series A Preferred shares (150,000,000) of the Company in exchange for a promissory note valued at $150,000.
- On April 5, 2018 Mr. Tony Le acquired 125,000,000 Series A Preferred Shares in exchange for consideration valued at $125,000 to be finalized prior to consummation of an anticipated transaction. With a controlling interest of 25%.
- On May 1, 2018 the Company committed in principle for the sale of a controlling interest to ASAMA Vietnam to provide financial support to bring the Company into a fully compliant SEC reporting company. In addition, ASAMA will provide blockchain expertise to the Company. The controlling interest in the Company will come about with the issuance of Series A Preferred stock.
- On May 1, 2018 as per Plan of Exchange POE ASAMA Vietnam has 50% of the controlling interest of 250,000,000 SANP Series A Preferred Shares.
- On May 1, 2018 New Officers and or Directors.
- On September 15th, 2017 the Company new business direction is in the Blockchain technology Sector.
- Exhibit "I" Plan of Exchange

## ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

## A. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

- From the 1st quarter 2017 to the end of the 3rd quarter 2017, the company was developing co-working space environments for cannabis entrepreneurs in the United States, providing the necessary framework to grow, market, and sell all cannabis related products. Our aim is to create a sustainable and community driven workspace by providing an affordable, scalable and a safe business environment for our tenants.

  Podwerks spaces will be located in urban designated zones permitting the commercial cultivation, and sales of cannabis related products. Each site will have an average of ten modified steel shipping container pods with an onsite manager overseeing day-to-day operations. Working with local and state agencies, Podwerks container pods will comply with all building code requirements to ensure the safety of our tenants.

  On September of 2017 the company entered into an agreement to build the PODWERKS container in Vietnam with An Nguyen Container International and move the building of POWERKS containers from China to Vietnam, this was done to reduce cost.

**NOTES:** *Due to the changing cannabis regulations both federal and state by state, the company's board of directors voted to change to a different business model that would give the company a more stable growth and shareholder value.*

- From the middle of the 4th quarter 2017, the company has focused on the global blockchain technology industry and the application of blockchain solutions to real-world environments. The company has interest in various hardware and software blockchain solutions; it has developed a blockchain hardware wallet and is also aggressively finding opportunities to invest or acquire blockchain software development projects worldwide. SANP is developing the use of 3rd generation cryptocurrency proof-of-stake/proof-of-work smart contracts for commercial applications throughout various industries.

- On September 28, 2017 the Company signed a letter of intent "LOI" to merge with Chongqing Yuhuan Technology Co., Ltd., also known as "Canoe Pool". After various negotiations the LOI was converted to a Licensing Agreement on October 28, 2017 this agreement gave the Company the rights to develop an American mining pool and use the name Canoe Pool USA.

- On May 15th, 2018 the Company has focused its resources into to develop cold storage wallets under the ASMACURA™ brand. The cold storage device is a NFC, FIDO-U2F, IC Chip Card type. The company will be developing what its calling 3Gen Crypto Wallet.

  A 3Gen Crypto Wallet is a hybrid of a traditional cold wallet using NFC communications to sync to a mobile app that is being developed exclusively for the ASAMACURA™ brand, with FIDO-U2F authentication on a Prepaid Debit Card. Users will have the ability to transfer to and from Fiat to Crypto.

  On July 26th the Company has purchased a 2Gen card powered by Keypair in South Korea, this cold wallet is being sold via Amazon Store.

**EXECUTIVE MANAGEMENT**

Franjose Yglesias President
As of April 15th, 2015 Mr. Yglesias has been CEO & Chairman of Santo Mining Corp., from May 1st, 2018 he currently the President and Secretary of the Board of Santo Mining Corp.

From January 2013 to January 2014, Mr. Yglesias was the Chief Operating Officer, Secretary and a member of the Board of Directors of Pleasant Kids.

From 2008 to 2012, Mr. Yglesias served a CEO of Golden Dragon Holdings an Food & Beverage Exporting Company to China, which later renamed itself to China Food Services. On August 2011 the company mergedwith California Grapes and Mr. Yglesias was appointed Vice President of Asian Operations.

Dao Duc Thang CEO
As of May 1st, 2018 Mr. Dao is the current CEO and Chairman of the Board of Directors.
He has had a long carrier as a military officer starting from his early 20′s when he was accepted in the Officer Academy at the School of Commander of Anti-Aircraft Artillery in Son Loc, Son Tay Hanoi from 1984 to 1989.

From 1989-1991 he was a Lieutenant Commander of an artillery Platoon, the fire station 9 in the province of Can Tho - Viet Nam.

In 1991-1995 he was promoted to Senior Lieutenant, Chief of Reconnaissance Unit of Anti-Aircraft fire Brigade 77, Military Region 7 in Ho Chi Minh City - Viet Nam.

1995 he was promoted to Captain as was a teacher of Military School of Military Region 7 in Ho Chi Minh City- Viet Nam.

1998 he was again promoted to Deputy Director of 158E Center, August Revolution, Tan Binh District, Ho Chi Minh City, Viet Nam.

In 2007 he proceeded to earn a Bachelor degree in Accounting and a Master of Business Administration at the University of Ho Chi Minh, Viet Nam. During this time he retired from the military with high honors and started to pursue a career in the corporate world where he was able to apply his military leadership. He started to work as Head of Transaction at Bao Viet Life Insurance Company in Ho Chi Minh City, Viet Nam.

By 2015 he envisioned a safe and harmonious way for common people in Viet Nam to invest in cryptocurrency and bit mining that is when he created ASAMA. Now he wants to make his vision an international one.

Luong The Ang CFO
As of May 1st, 2018 Mr. Luong is the current CFO and Treasurer of the Board of Directors.

He received in 2002 a Bachelor of Business Administration with a dual Major in Management Information System. In 2007 he graduated with a Bachelor of Finance and Accounting from Hanoi University Viet Nam and by 2013 achieved his MBA.

From 2007-2015: he worked at BIDV Bank Viet Nam, Mr. Luong during his tenure he came up the ranks to hold the position of Credit Bank Manager of the Yen Bai Branch of BIDV Bank of Viet Nam.

Since 2016 he has been one of the main founders of ASAMA and he is credited with many business strategies that has help ASAMA be at the cutting edge of their industry.

Tony Le COO
As of May 1st, 2018 Mr. Le is the current COO and Board Member of the Board of Directors.

Mr. Le is one of Vietnam's most prominent serial entrepreneur and is active in the Vietnamese overseas business community in Southern California. He co-founded of Chu Viet Finance & Investment Company and served as Vice-President Director 2014 - 2017, where he originated, structured and executed investment transactions across Vietnam, Cambodia, Laos and Singapore. He has led the investment firm to have a solid track record of profitable investments across key sectors of the Southern Asian Region.

In 2017 Tony's vision and drive lead him to found TL Cryptocurrency Services. The primary focus of the firm is to help incubate emerging blockchain companies and provide angle investments to this sector. He has raised millions of dollars for many Initial Coin Offerings in Asia and private blockchain companies and is an strong advocate of the digital currency and blockchain community.

Dung Van Phan CBO
As of May 1st, 2018 Mr. Phan is the current CBO "Chief Business Officer" and Board Member of the Board of Directors.

1990-1994 Foreign Trade University, Vinh City, Nghe An Province, Viet Nam. From 2007 to 2013 have been working of transportation business- Business Director From 2013-2015: Invest to Real Estate From 2015 - 2018: passion of learning technology, deep researching cryptocurrencies and decided to conquer the heights of the cryptocurrencies.

**SOCIAL MEDIA**

Santo Mining Corp., has and will continue to invest and market the company via Social Medias. Currently the company owns and operates the following social media pages and websites.

## B. DATE AND STATE OF INCORPORATION

The Company is Santo Mining Corp. We were formed as a Nevada corporation on July 8th, 2009. On March 19, 2012, the Company changed its name from Santo Pita Corporation to Santo Mining Corp. On July 2015 the Company re-domiciled to the State of Florida as Santo Mining Corp. On April 20, 2017 the Company registered a Fictitious Name "DBA" with the State of Florida as PODWERKS.

## C. PRIMARY AND SECONDARY SIC CODES

The Company's primary (and only) SIC 7371

## D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on December 31.

## E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

The Company is now focused on the global blockchain technology industry and the application of blockchain solutions to real-world environments. The company has interest in various hardware and software blockchain solutions; it has developed a blockchain hardware wallet and is also aggressively finding opportunities to invest or acquire blockchain software development projects worldwide. The Company is developing the use of 3rd generation cryptocurrency proof-of-stake/proof-of-work smart contracts for commercial applications throughout various industries.

## F. RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED, MARCH 31, 2018 COMPARED TO MARCH 31, 2017:

***Material Changes in Financial Condition***

At March 31, 2018, the Company had a working capital deficit of ($1,575,306), compared to a working capital deficit of ($1,512,024), at December 31, 2017. Company assets as of December 31, 2017 consisted of cash of $21,349. At December 31, 2017, current assets consisted deposits with a vendor net of cash deficit of $24,666.

At March 31, 2018, total current liabilities increased to $1,596,655 from $1,536,690 at December 31, 2017. The increase was due to increases in Accrued Compensation (officers) and Stock Payable partially offset by decreases in Accrued Interest, Convertible Notes Payable and Derivative Liability.

The Company does not have sufficient funds to carry out normal operations over the next twelve (12) months. Short and long-term viability is dependent on funding from sales of securities as necessary or from shareholder loans, and thus, to the extent that the Company requires additional funds to support operations or the expansion of business, the Company may attempt to sell additional equity shares or issue debt. Any sale of additional equity securities will result in dilution to existing stockholders. Current capital markets may make it more difficult for to raise additional equity or capital. There can be no assurance that additional financing on acceptable terms, if required, will be available.

***Material Changes in Results of Operations***

***Results of Operations for the Three Months Ended March 31, 2018 and 2017***

*Revenues and Costs of Goods Sold*

**Revenues** for the three months ended March 31, 2018 and 2017 were $0 and $22,772 respectively. The decrease was largely due to run-off of Cathay Lifestyle and Podwerks businesses during the year ended December 31, 2017.

**Costs of Goods** for three months ended March 31, 2018 and 2017 were $850 and $7,013 respectively. The decrease to Cost of Goods for 2018 was related to the Company exiting the businesses of Cathay Lifestyles and Podwerks during 2017.

*Operating Expenses*

For the three months ended March 31, 2018, operating expenses were $92,282 compared to $192,948 during the period ended March 31, 2017. The overall decrease of $100,666 was due to write-off of uncollectible accounts receivable during the period ended March 31, 2017.

*Other Income (Expense) – net:*

Other income (expenses) consist primarily of interest expense being higher at gain on Extinguishment of Debt due to the of conversions of convertible notes. Additionally, beginning August 1, 2017 no derivative liabilities were incurred for new notes issued as ASC 480 no allows certain convertible notes to be treated as stock settled debt rather than treating the conversion option as a derivative separate from the note. The overall net Other Income was $(10,838) for the three months ended March 31, 2018. The higher costs in 2017 related to additions to Derivative Liabilities as convertible notes were issued under the accounting guidance in place at the time. The overall net Other Income was ($38,910) for the three months ended March 31, 2017.

*Net (loss)*

The net (loss) for three months ended March 31, 2018 was ($103,970) compared to a net loss of ($216,099) for three months ended March 31, 2017. This higher loss was largely due to the write-off of uncollectible accounts receivable during the period ended March 31, 2017, along with exiting the Cathay Lifestyles and Podwerks businesses in 2017.

## G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the three months ended March 31, 2018. The lease is on a renewable 6 months virtual office contract, with 1 day a month usage of a 15 sq. ft office space and 4 hours of conference center monthly use.

## ITEM 7. DESCRIBE THE ISSUER'S FACILITIES

The Company has office facilities under short-term lease at 3150 NW 107th Ave. Suite 400 Doral, FL 33172 as of March 31, 2018. The office space arrangement is under a renewable 6 months virtual office contract, with 1 day a month usage of a 15 sq. ft office space and 4 hours of conference center monthly use.

## ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS

### A. NAMES OF OFFICERS, DIRECTORS AND CONTROL PERSONS

The following table and biographical summaries set forth information, including principal occupation and business experience, about our directors and executive officers as of March 31, 2018. There is no familial relationship between or among the nominees, directors or executive officers of the Company.

| NAME | AGE | POSITION | OFFICER DIRECTOR SINCE | Series A Preferred Shares | Ownership |
|---|---|---|---|---|---|
| **Dao Duc Thung** | 51 | CEO | 2018 | 95,000,000 | 19% |
| **Franjose Yglesias** | 53 | President | 2015 | 125,000,000 | 25% |
| **Tony Le** | 43 | COO | 2018 | 125,000,000 | 25% |
| **Loung The Ang** | 36 | CFO | 2018 | 77,500,000 | 15.5% |
| **Dung Van Phan** | 47 | CBO | 2018 | 77,500,000 | 15.5% |

The Company's directors serve in such capacity until the first annual meeting of the Company's shareholders and until their successors have been elected and qualified. The Company's officers serve at the discretion of the Company's board of directors, until their death, or until they resign or have been removed from office.

There are no agreements or understandings for any director or officer to resign at the request of another person and none of the directors or officers is acting on behalf of or will act at the direction of any other person. The activities of each director and officer are material to the operation of the Company. No other person's activities are material to the operation of the Company.

### B. LEGAL/DISCIPLINARY HISTORY

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

NO.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities:

NO.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated:

NO.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities:

NO.

**C. BENEFICAL OWNERSHIP**

| NAME | AGE | POSITION | OFFICER DIRECTOR SINCE | Series A Preferred Shares | Ownership |
|---|---|---|---|---|---|
| **Dao Duc Thung** | 51 | CEO | 2018 | 95,000,000 | 19% |
| **Franjose Yglesias** | 53 | President | 2015 | 125,000,000 | 25% |
| **Tony Le** | 43 | COO | 2018 | 125,000,000 | 25% |
| **Loung The Ang** | 36 | CFO | 2018 | 77,500,000 | 15.5% |
| **Dung Van Phan** | 47 | CBO | 2018 | 77,500,000 | 15.5% |

## ITEM 9. THIRD PARTY PROVIDERS

A. Legal Counsel
Jonathan D. Leinwand, P.A.
Securities Counsel
20900 NE 30th Ave 8th floor
Aventura, FL 33180
(954) 903-7856

B. Accountant or Auditor

None

C. Investor Relations Consultant

None

D. Other Advisor(s)

None

## ITEM 10. OTHER INFORMATION

N/A

## ITEM 11. EXHIBITS

Exhibit I - Plan of Exchange POE ASAMA Vietnam

## ITEM 12. CERTIFICATIONS

I, Franjose Yglesias, certify that:

1. I have reviewed this 1st Quarterly 2018 disclosure statement of The Three Months Ended March 31, 2018

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.

Franjose Yglesias
President
Dated: July 30, 2018

# EXHIBIT I