Disclosure Statement Pursuant to the Pink Basic Disclosure

SANTO MINING CORP.

A Florida Corporation
4300 Biscayne Blvd.
Miami, FL 33147
1-833-636-3630
Email: info@sanp.us
Website: www.sanp.us
SIC Code 7371

ANNUAL REPORT

FOR THE THREE AND TWELVE MONTHS ENDED DECEMBER 31, 2018

As of October 18, 2019, the number of shares outstanding of our Common Stock was:

8,412,234,038

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

8,412,234,038

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[1] "Change in Control" shall mean any events resulting in:
(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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Information required for compliance with the provisions of the OTC Markets, Inc.,
OTC Pink Disclosure Guidelines (Version 1.0)

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.

A. Company Headquarters
Our principal executive and administrative offices are located:
4300 Biscayne Blvd.
Miami, FL 33147
1-833-636-3630

ITEM 2. SECURITY INFORMATION

Common Stock
Trading Symbol: SANP
Exact Title and Class of Securities Outstanding: Common Stock
CUSIP: 333-169503
Par or Stated Value: $0.00001
Total Shares Authorized: 20,000,000,000
Total Shares Issued & Outstanding: 8,412,234,038 as of September 30, 2018
Total Number of Shareholders as of October 15, 2018 76

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: 150,000,000 and 150,000,000 held in treasury as of September 30, 2018
Preferred "A" Stock has Voting Right Conversion Rate 1 X 1,000

Transfer Agent:
Pacific Stock Transfer, Inc.
6725 Via Austin 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 3. ISSUANCE HISTORY

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of December 31, 2016	Opening Balance: Common: 1,532,213,827 Preferred: 300,000								
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
1/4/2016	Issuance	150,000,000	Common	.000035	Yes	Machiavelli LTD, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
1/8/2016	Issuance	144,375,000	Common	.00012	Yes	Beaufort Capital Partners, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
7/21/16	Issuance	180,000,000	Common	.000035	Yes	Machiavelli LTD, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
8/4/16	Issuance	180,000,000	Common	.000044	Yes	Machiavelli LTD, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
12/7/16	Issuance	180,000,000	Common	.000035	Yes	Machiavelli LTD, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
3/28/17	Issuance	118,000,000	Common	.00005	Yes	KBM Worldwide	Conversion of note	Unrestricted	Rule 144 4(a)(2)
4/11/17	Issuance	187,500,000	Common	.000027	Yes	Raul Vasquez	Conversion of note	Unrestricted	Rule 144 4(a)(2)
4/21/17	Issuance	235,000,000	Common	.000035	Yes	Machiavelli LTD, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
5/2/17	Issuance	210,000,000	Common	.000035	Yes	Machiavelli LTD, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
5/5/17	Issuance	280,000,000	Common	.00005	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)

5/26/17	Issuance	207,142,857	Common	.00005	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
6/5/17	Issuance	181,059,123	Common	.000029	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
6/12/17	Issuance	129,310,345	Common	.00058	Yes	Beaufort Capital Partners, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
8/15/17	Issuance	386,000,000	Common	.00005	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
10/5/17	Issuance	251,000,000	Common	.00005	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
10/10/17	Issuance	375,000,000	Common	.00005	Yes	JP Carey, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
10/17/17	Issuance	150,000,000	Common	.00005	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
10/25/17	Issuance	150,000,000	Common	.00005	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
10/27/17	Issuance	253,000,000	Common	.00006	Yes	JMJ, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
11/1/17	Issuance	273,000,000	Common	.00006	Yes	JMJ, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
11/3/17	Issuance	287,000,000	Common	.00006	Yes	JMJ, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
11/6/17	Issuance	485,637,000	Common	.00005	Yes	Trillium Partners LP	Conversion of note	Unrestricted	Rule 144 4(a)(2)
11/6/17	Issuance	301,000,000	Common	.00006	Yes	JMJ, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
11/10/17	Issuance	251,740,778	Common	.00018	Yes	JMJ, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
11/17/17	Issuance	208,333,333	Common	.00012	Yes	JMJ, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
11/17/17	Issuance	62,714,408	Common	.00012	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
12/29/17	Issuance	74,335,300	Common	.0001	Yes	Trillium Partners LP	Conversion of note	Unrestricted	Rule 144 4(a)(2)
1/3/18	Issuance	200,000,000	Common	.0001	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
1/8/18	Issuance	163,500,000	Common	.0001	Yes	Oscaleta Partners, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
1/18/18	Issuance	32,857,142	Common	.000035	Yes	World Market Ventures, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
1/25/18	Issuance	163,103,400	Common	.0001	Yes	Oscaleta Partners, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/6/18	Issuance	153,650,000	Common	.0001	Yes	Oscaleta Partners, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
3/1/18	Issuance	94,984,754	Common	.0001	Yes	JP Carey, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
4/13/18	Surrender	150,000	Preferred			Matthew Arnett	Resignation	Restricted	N/A
8/7/18	Issuance	101,658,971	Common	.0001	Yes	Oscaleta Partners, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
9/28/18	Issuance	79,267,800	Common	.0001	Yes	Oscaleta Partners, LLC	Conversion of note	Unrestricted	Rule 144 4(a)(2)
Shares Outstanding on October 20, 2019:	Ending Balance: Common: 8,412,234,038 Preferred: 150,000								

B. Debt Securities, Including Promissory and Convertible Notes

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

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
1/20/17	4,000	4,000	812	7/20/17	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Joseph Canouse	Loan
2/14/17	3,500	3,500	604	8/14/17	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Joseph Canouse	Loan
3/20/17	10,000	10,000	1,835	9/14/17	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Machaivelli LTD, LLC	Loan
6/2/17	10,000	10,000	1,548	12/2/17	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Machaivelli LTD, LLC	Loan
6/20/17	10,000	10,000	1,412	12/20/17	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Machaivelli LTD, LLC	Loan
8/22/17	5,000	5,000	1,079	2/22/18	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Machaivelli LTD, LLC	Loan
9/5/17	10,000	10,000	1,155	3/5/18	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
9/21/17	20,000	20,000	2,148	3/21/18	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
10/10/17	20,000	20,000	2,358	10/10/18	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
10/19/17	34,000	34,000	954	4/19/18	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
12/1/17	20,000	20,000	312	12/31/18	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
12/29/17	20,000	20,000	2,104	6/30/18	Lowest of $.0003 or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Loan
1/1/18	20,000	20,000	287	1/31/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
1/22/18	22,000	22,000	958	7/22/18	Lowest of 75% of issuance day price or 60% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
2/1/18	20,000	20,000	263	2/28/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
3/1/18	20,000	20,000	241	3/31/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
4/1/18	20,000	20,000	216	4/30/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
4/13/18	150,000	150,000	1,550	4/13/19	50% of lowest bid price in 20 days prior to conversion	Matthew Arrnett	Accrued salary
5/1/18	20,000	20,000	193	5/31/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
6/1/18	20,000	20,000	168	6/30/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
7/1/18	20,000	20,000	144	7/30/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
8/1/18	20,000	20,000	120	8/31/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
8/17/18	15,000	15,000	80	8/17/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
8/20/18	5,500	5,500	29	8/20/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Loan
8/21/18	5,000	5,000	26	8/21/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
9/1/18	20,000	20,000	95	9/30/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
10/1/18	20,000	20,000	72	9/31/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
10/11/18	5,000	5,000	16	10/11/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
10/12/18	5,000	5,000	16	10/12/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Loan
11/1/18	20,000	20,000	12	10/31/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services

11/16/18	5,000	5,000	9	11/15/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
11/20/18	5,000	5,000	8	11/19/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Loan
Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
12/1/18	20,000	20,000	24	11/30/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Services
12/11/18	5,000	5,000	4	12/10/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Carpathia, LLC	Loan
12/12/18	5,000	5,000	4	12/11/19	Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion	Oscaleta Partners LLC	Loan
Note: Accrued interest calculated through December 31, 2018, notes issued subsequent to that date have not been included in calculated interest or in the financial statements included in this report.							

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ITEM 4. FINANCIAL STATEMENTS

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

- U.S. GAAP
- IFRS

SANTO MINING CORP.

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	December 31, 2018	December 31 2017
CURRENT ASSETS		
Cash and cash equivalents	**$ 30,991**	**$ (5,460)**
Other Assets	**11,083**	**30,126**
Total Current Assets	**42,074**	**24,666**
Assets Held for Sale	**5,900**	**-**
Total Assets	**$ 47,974**	**$ 24,666**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	**$ 57,065**	**$ 79,347**
Accrued Compensation	**608,132**	**533,132**
Accrued Interest - Convertible notes payable	**318,595**	**187,574**
Convertible notes payable-current portion net of discount	**1,019,420**	**508,869**
Derivative Liability/Debt Premium	**503,375**	**227,768**
Total Current Liabilities	**2,506,586**	**1,536,690**
LONG-TERM LIABILITIES	**-**	**-**
Total Liabilities	**2,506,586**	**1,536,690**
STOCKHOLDERS' DEFICIT		
Series A Preferred stock; par value of $.001, 500,000,000 shares authorized; 150,000,000 and 300,000,000 shares issued and outstanding at September 30, 2018 and December 31, 2017, respectively 150,000,000 shares held in treasury at September 30, 2018	**150,000**	**300,000**
Common stock; par value of $.00001, 20,000,000,000 shares authorized; 8,412,234,038 and 7,423,361,971 shares issued and outstanding at September 30, 2018 and December 31, 2017, respectively	**84,122**	**74,234**
Additional paid in capital	**2,699,582**	**2,457,719**
Accumulated deficit	**(5,392,318)**	**(4,343,977)**
Total Stockholders' Deficit	**(2,458,612)**	**(1,512,024)**
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$ 47,974**	**$ 24,666**

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

SANTO MINING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Twelve Months Ended December 31, 2018	2017
REVENUES	$ 430	$ 126,702
COST OF SALES	989	127,258
Gross Profit (loss)	(559)	(555)
OPERATING EXPENSES		
General and administrative	90,705	142,132
Professional fees	240,000	-
Marketing and advertising	2,230	19,566
Salaries and wages	225,000	300,000
Total Operating Expenses	558,205	521,676
OPERATING (LOSS)	(558,764)	(522,231)
OTHER INCOME (EXPENSE)		
Other income (loss)	(25,600)	-
Gain on extinguishment of debt	41,000	
Change in Fair value of derivative	(40,411)	194,132
Interest expense	(464,566)	(169,601)
Total Other Income (Expense)	(489,577)	24,531
NET (LOSS) BEFORE INCOME TAXES	(1,048,341)	(497,700)
Provision for income taxes	-	-
NET (LOSS)	$ (1,048,341)	$ (497,700)
BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	8,205,636,105	4,065,444,700
Weighted Average Shares Outstanding - Basic and Diluted	8,205,636,105	4,065,444,700

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

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SANTO MINING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2018
(UNAUDITED)

For the Twelve Months ended December 31, 2018

	Preferred Stock		Common Stock				Other	Total
	Shares	Amount	Shares	Amount	Additional Paid in Capital	Accumulated Deficit		Stockholders' (Deficit)
Balance, December 31, 2017	300,000,000	300,000	7,423,361,971	$ 74,234	$ 2,457,719	$ (4,343,977)	$ -	$ (1,512,024)
Surrender of Preferred Stock	(150,000,000)	(150,000)			150,000			
Share issued for convertible notes	-	-	988,872,067	9,888	91,863	-	-	101,751
Net loss for the period ended December 31, 2018	-		-	-	-	(1,048,341)	-	(1,048,341)
Balance, December 31, 2018	150,000,000	$150,000	8,412,234,038	$ 84,122	$ 2,699,582	(5,392,318)	-	(2,458,612)

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

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SANTO MINING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	The Twelve Months Ended: December 31,	
	2018	**2017**
OPERATING ACTIVITIES		
Net (Loss)	$ (1,048,341)	$ (497,700)
Adjustments to reconcile net (loss) to net cash from operating activities:		
Notes for professional services	240,000	40,000
Gain on debt extinguishment	(41,000)	-
Expropriation of asset	25,600	-
Derivative expense	40,411	(125,513)
Officer advances/(repayment)		(12,977)
Accretion of debt premium on notes	150,000	-
Discount amortization on convertible notes	173,036	52,429
Changes in operating assets and liabilities:		
Accounts Receivable:	-	102,945
Inventory	(11,083)	112,652
Other current assets	23,835	-
Accounts Payable	15,388	(47,000)
Accrued Compensation	225,000	233,132
Accrued Interest on Convertible Notes	131,021	89,476
Net Cash (Used) From Operating Activities	(65,049)	(92,008)
Investing		
Assets Held for Sale	(30,000)	-
Net Cash (Used) from Investing	(30,000)	
FINANCING ACTIVITIES		
Proceeds from merger breakup fee	41,000	
Proceeds from convertible note issuance	90,500	91,500
Net Cash From Financing Activities	131,500	91,500
Net Increase (Decrease) in Cash and Cash Equivalents	36,451	(508)
Cash and Cash Equivalents, Beginning of Period	(5,460)	(4,952)
Cash and Cash Equivalents, End of Period	$ 30,991	$ (5,460)

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.

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 of September 30, 2018, the outstanding principal balance, including accrued interest of the convertible debt, totaled $1,055,510 and was convertible into 7,673,600 shares of common stock. It should be noted that contractually the limitations on these limit the number of shares converted to 2,933,670,211. The total dilutive potential shares of 7,673,600 exceed the number of common shares authorized and unissued

As the Company has incurred losses for the three months and nine months ended September 30, 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 September 30, 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
Effective January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

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 September 30, 2018 through the date the financial statements were issued for disclosure considerations.

NOTE 3 – CASH AND CASH EQUIVILANTS

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– 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.

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NOTE 5 – OTHER CURRENT ASSETS

Other Current Assets include goods placed with vendors for online sales and advances to officers pending receipt of reimbursement vouchers. At September 30, 2018 and December 31 2017 goods placed with vendors amounted to $11,083 and $30,126, respectively. The computer hardware on order at December 31 had been received and was reclassified into Assets Held for Sale. Advances to officers amounted to $6,793 at September 30, 2018 and $0, at December 31, 2017.

Assets Held for Sale of $25,600 were illegally seized by a third party over a contract dispute. The incident was reported to local police in December 2018. As result of the illegal seizure the value of the assets held for sale has been reduced to $4,400 at September 30, 2018, with charge to other losses.

NOTE 6 - INVENTORY

Inventory consists of finished goods. 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 September 30, 2018 and December 31 2017 inventory was valued at $0 and $0, respectively.

NOTE 7 – LEASES

The Company leases an office that serves as its executive offices. Pursuant to the lease, the rent for period ended September 30, 2018 totaled $54 and $838, for the three months and nine months ended September 30, 2018, respectively.

NOTE 8 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts Payable and Accrued Expenses at September 30, 2018 and December 31, 2017 represent the following:

	September 30, 2018	December 31, 2017
Accounts Payable	$ 79,362	$ 79,347
Accrued Compensation	570,632	533,132
Accrued Interest Convertible Notes	257,260	187,574
Total	$ 907,254	$ 799,953

Accounts Payable are mostly 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.

NOTE 9 – 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 December 31, 2018 principal had been liquidated as shown in the table below.

Hanover/Magna Note:

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 September 30, 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 December 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 December 31, 2018 is $24,000.

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 and accrued interest into common shares. The outstanding principal balance is $-0- at December 31, 2018.

TABLE OF LEGACY CONVERTIBLE PROMISSORY NOTES

Original Note Terms	Maturity	Current Interest Rate	Principal and Default Penalties Outstanding September 30, 2018	Principal and Default Penalties Outstanding December 31, 2017
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	$151,930	$155,653
GEXPLO	1/31/2014	N/A	90,117	122,816
Former Director	2/15/2015	8%	10,000	10,000
Former Related Party	2/15/2015		$100,117	$132,816
Beaufort Capital Partners, LLC	12/17/2015	12%	-	25,000
Pre-acquisition financing	Subtotal		-	25,000
Legacy Convertible Debt	Total		$252,047	$313,469

New Financings

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 December 31, 2018 is $-0-.

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 was calculated using a binomial model was added to Derivative Liability and recognized in the statement of operations as derivative expense or debt discount. Debt discounts are amortized to interest expense over the life of the note. At December 30, 2018 the outstanding principal was $141,500.

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

Issue Date	Maturity Date	Amount
5/6/2015	11/6/2015	5,000
5/8/2015	11/8/2015	5,000
4/26/2016	10/26/2016	5,000
4/26/2016	10/26/2016	5,000
1/19/2017	7/19/2017	4,000
2/14/2017	8/14/2017	3,500
3/20/17	9/20/2017	10,000
6/2/2017	12/2/2017	10,000
6/20/2017	12/20/2017	10,000
8/22/2017	2/22/2018	5,000
9/5/2017	3/5/2018	10,000
9/21/2017	3/21/2018	20,000
10/19/2017	4/19/2018	34,000
1/22/2018	7/22/2018	22,000
Total outstanding before conversions		148,000
Conversions		(6,500)
Balance		141,500

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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $13,333 was recognized as derivative liability with a charge to debt discount. The debt discount of $13,333 will be amortized to interest expense to the maturity date of the note.

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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $13,333 was recognized as derivative liability with a charge to debt discount. The debt discount of $13,333 will be amortized to interest expense to the maturity date of the note.

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 September 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $25,667 was recognized as derivative liability with a charge to debt discount of $20,000 and derivative expenses of $5,667. The debt discount of $20,000 will be amortized to interest expense to the maturity date of the note.

On January 1, 2018 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 January 31, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $14,819 was recognized as derivative liability with a charge to debt discount. The debt discount of will be amortized to interest expense to the maturity date of the note.

On January 22, 2018, the Company borrowed $22,000 from Carpathia, LLC for general corporate purposes. The note has an interest rate of 12% and matures on September 30, 2018 and can be converted at the lesser of: i) .0003, or ii) 40% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $10,267 was recognized as derivative liability with a charge to debt discount of $5,600 and derivative expenses of $4,667. The debt discount of $5,600 will be amortized to interest expense to the maturity date of the note.

On February 1, 2018 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 February 28, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $12,274 was recognized as derivative liability with a charge to debt discount. The debt discount of will be amortized to interest expense to the maturity date of the note.

On March 1, 2018 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 March 31, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $17,066 was recognized as derivative liability with a charge to debt discount. The debt discount of will be amortized to interest expense to the maturity date of the note.

On April 1, 2018 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 April 30, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $17,737 was recognized as derivative liability with a charge to debt discount. The debt discount of will be amortized to interest expense to the maturity date of the note.

On April 13, 2018, the Company issued a convertible note to a former officer in the amount of $150,000 to settle accrued salary. The note has a 12% interest rate, matures on April 13, 2019 and is convertible at 50% of the lowest bid price during the 20 trading days prior to a conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of $150,000 with $150,000 charged to interest expense.

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On May 1, 2018 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 May 31, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $16,348 was recognized as derivative liability with a charge to debt discount. The debt discount of will be amortized to interest expense to the maturity date of the note.

On June 1, 2018 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 June 30, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date. The fair value of the embedded conversion option derivatives were determined using the Binomial valuation model. $17,865 was recognized as derivative liability with a charge to debt discount. The debt discount of will be amortized to interest expense to the maturity date of the note.

On July 1, 2018 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 July 1, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

On August 1, 2018 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 August 1, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date..

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On August 17, 2018, the Company borrowed 15,000 from Carpathia, LLC for general corporate purposes. The note has an interest rate of 12% and matures on September 30, 2018 and can be converted at the lesser of: i) .0003, or ii) 40% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, “Derivatives and Hedging – Contracts in an Entity’s Own Stock”, the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

On August 20, 2018, the Company borrowed $5,500 from Oscaleta Partners, LLC for general corporate purposes. The note has an interest rate of 12% and matures on September 30, 2018 and can be converted at the lesser of: i) .0003, or ii) 40% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, “Derivatives and Hedging – Contracts in an Entity’s Own Stock”, the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

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On September 1, 2018 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 September 1, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, “Derivatives and Hedging – Contracts in an Entity’s Own Stock”, the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date..

On October 1, 2018 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 September 30, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, “Derivatives and Hedging – Contracts in an Entity’s Own Stock”, the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

On October 11, 2018, the Company borrowed $5,000 from Carpathia, LLC for general corporate purposes. The note has an interest rate of 12% and matures on October 11, 2019 and can be converted at the lesser of: i) .0003, or ii) 40% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

On October 12, 2018, the Company borrowed $5,000 from Oscaleta Partners, LLC, for general corporate purposes. The note has an interest rate of 12% and matures on October 12, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

On November 1, 2018 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 October 31, 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

On November 16, 2018, the Company borrowed $5,000 from Carpathia, LLC for general corporate purposes. The note has an interest rate of 12% and matures on October 11, 2019 and can be converted at the lesser of: i) .0003, or ii) 40% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The Company determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, "Derivatives and Hedging – Contracts in an Entity's Own Stock", the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

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On December 1, 2018 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 November , 2019 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 determined that the terms of the Note contain a conversion formula that caused variations in the conversion price resulting in the treatment of the conversion option as a bifurcated derivative to be accounted for at fair value. Accordingly, under the provisions of FASB ASC Topic No. 815-40, “Derivatives and Hedging – Contracts in an Entity’s Own Stock”, the embedded conversion option contained in the convertible instruments were accounted for as derivative liabilities at the date of issuance and shall be adjusted to fair value through earnings at each reporting date.

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Available Shares of Common Stock

At December 31, 2018 there were 11,587,765,962 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 10- 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. As of September 30, 2018 this derivative liability had an estimated fair value of $465,203. 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 September 30, 2018:

Balance at December 31, 2016		354,167
Conversions (legacy and new notes)		(245,033)
Issuances		118,634
Balance at December 31, 2017		227,768
Gain on Debt Extinguishment		(41,100)
Changes in fair value and new issuances		316,707
Balance at September 30, 2017	$	503,375

Initial fair values at note origination dates and adjustments at each reporting date were calculated using a binomial option model using the observable market parameters during the twelve months ended December 31, 2018 were as follows:

Stock prices: $.0002-$.0017
Risk free rate (6 month Treasury Bills): 2.00% – 2.06%
Annualized volatility: 90% - 170%
Option terms: 1 – 13 months

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 (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 legacy 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 since April 30, 2015 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 with the fair value adjustment to the derivative liability recognized in statement of operations and debt discounts which are amortized to interest expense over the life of the note.

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 adjustment value for these notes.

NOTE 11 - 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 September 30, 2018 the amounts due to officers were $0.

NOTE 12- STOCKHOLDERS' DEFICIENCY

On May 22, 2017, the Company increased the authorized number of shares of common stock to 9 billion shares. On April 29, 2018, the Company filed to increase that amount to 20 billion shares. All amendments were filed with the Secretary of State for the State of Florida. At September 30, 2018 and December 31, 2017, there are 8,412,234,038 and 7,423,361,971 shares of Common stock par value .00001, outstanding, respectively.

At September 30, 2018 and December 31, 2017 there are 500,000,000 shares authorized of Preferred "A" Stock, par or stated value: $0.01
Total Shares Issued & Outstanding: 150,000,000

Mr. Matthew Arnett surrendered 150,000,000 preferred A shares on April 13, 2018 and resigned from all Company positions and responsibilities. The shares were returned to treasury in anticipation of merger transaction and the related par value of $150,000 was reclassified to additional paid in capital.

The anticipated issuance of preferred A shares to Mr. Tony Le did not take place due to a material breach of terms for the intended merger transaction outlined further in note 14.

Mr. Franjosé Yglesias 150,000,000
Preferred "A" Stock has Voting Right Conversion Rate 1 X 1,000

Please refer to **Item 3. Issuance history, Changes to the Number of Outstanding Shares** for issuances of all shares over the prior two year period.

NOTE 13- COMMITMENTS AND CONTINGENCIES

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. 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.

- On August 1, 2018 due to the down turn in the cryptocurrency mining market the Company moved its business focus from crypto mining to crypto blockchain software development service company. The Company has rented a location in Ho Chi Minh City Vietnam and incorporated a Subsidiary called "CONG TY CO PHAN CONG NGHE N3" with its principle offices located at Số 284A Nam Kỳ Khởi Nghĩa, Phường 8, Quận 3, Thành phố Hồ Chí Minh City, Vietnam.

NOTE 14- SUBSEQUENT EVENTS

Debt Issuances

Subsequent to the Balance sheet date, the Company has issued the following debt issuances.

Date of issuance	Maturity Date	Reason for issuance	Amount	Payee	interest rate	Conversion terms
1-Jan-19	31-Dec-19	Consulting	$20,000	Oscaleta	12%	(2)
9-Jan-19	20-Jan-20	LPA	$100,000	Livingston	10%	(2)
10-Jan-19	10-Jan-20	Cash	$5,000	Oscaleta	12%	(2)
1-Feb-19	31-Jan-20	Consulting	$20,000	Oscaleta	12%	(2)
11-Feb-19	10-Feb-20	Cash	$5,000	Oscaleta	12%	(2)
1-Mar-19	29-Feb-20	Consulting	$20,000	Oscaleta	12%	(2)
19-Mar-19	30-Sep-19	Cash	$3,000	Oscaleta	12%	(1)
20-Mar-19	19-Mar-20	Cash	$2,000	Oscaleta	12%	(1)
1-Apr-19	31-Mar-20	Consulting	$20,000	Oscaleta	12%	(2)
12-Apr-19	11-Oct-19	Cash	$5,000	Oscaleta	12%	(1)
1-May-19	30-Apr-20	Consulting	$20,000	Oscaleta	12%	(2)
8-May-19	7-Nov-19	Cash	$5,000	Oscaleta	12%	(1)
1-Jun-19	31-May-20	Consulting	$20,000	Oscaleta	12%	(2)
18-Jun-19	17-Dec-19	Cash	$5,000	Oscaleta	12%	(1)
1-Jul-19	30-Jun-20	Consulting	$20,000	Oscaleta	12%	(2)
1-Aug-19	31-Jul-20	Consulting	$20,000	Oscaleta	12%	(2)
1-Sep-19	31-Aug-20	Consulting	$20,000	Oscaleta	12%	(2)
1-Oct-19	30-Sep-20	Consulting	$20,000	Oscaleta	12%	(2)

18-Oct-19	17-Apr-20	Cash	$5,000	Trillium	12%	(1)

(1)- Convertible at the lower of $.0003 or 50% discount to the low closing bid for the 20 days prior to conversions

(2)- Convertible at the lower of 75% of the closing bid price on the date of issuance or 50% discount to the low closing bid for the 20 days prior to conversions

Changes in Executive Management

On October 25, 2019, the following changes in the Management of the Company were made:

JUNYA YAMAMOTO, VICE CHAIRMAN

Mr. Junya Yamamoto is the co-founder of Infinity Blockchain Labs (IBL), a visionary R&D company engaged in intermediary and RegTech services employing blockchain technology. Under his leadership, IBL has grown into a team of 300+ blockchain developers, researchers, marketers and strategic planners in Ho Chi Minh City, working with strategic partners in 8 countries. He has also been instrumental in the launching of IBLs blockchain education

course, the first of its kind in Vietnam. Mr. Junya Yamamoto is a graduate of the prestigious Aoyama Gakuin University in Tokyo, Japan where he studied International Politics and Economics and upon graduation worked for numerous start-up think tanks where he was part of the policy-making process helping publicly listed companies in Japan.

RAUL VASQUEZ, SECRETARY OF THE BOARD AND CHIEF OPERATING OFFICER

Mr. Raul Vasquez is a seasoned marketer and entrepreneur with over a 20-year career trajectory in the U.S. and China across various industries including advertising, technology, journalism and start-ups. Most recently he was co-founder of Skullys, a reward based digital collectible and PO8, a Bahamas based marine archaeology blockchain project democratizing access to artifact investments. Prior to PO8, Vasquez worked for leading brands such as DDB, Petsmart.com, McClatchy Newspapers (formerly Knight Ridder Tribune) and successfully launched the China division of Weddings Beautiful Worldwide, making it the most trusted learning institution for wedding industry professionals in the country, and the most profitable division worldwide. Vasquez is a graduate of Boston College and currently resides in Los Angeles.

GEORGE G. KAUPER, CHIEF MARKETING OFFICER

George G. Kauper is a real estate professional, broker and owner of Kauper Realty LLC and the co-owner of Casablanca Cigar Lounge / South Pointe Club, which is Miami Beach's premier cigar cocktail lounge. He has been a figure in the development of the entertainment industry in South Miami Beach since the late 1980s and has been investing in South Florida real estate since the early 2000s. After establishing Kauper Realty, a boutique residential and commercial luxury real estate brokerage firm he has traveled to the Middle East and Asia multiple times promoting many large Miami based residential and commercial real estate development projects, such as Miami's Brickell City Center. This has earned him many accolades in the global real estate community.

DR. KRISHNENDU CHATTERJEE, CHIEF PROJECT SCIENTIST

Dr. Krishnendu Chatterjee is a result-oriented Ph.D. with a proven track record of managing and leading interdisciplinary projects, both academic and industrial. He was responsible for driving the early adoption of blockchain solutions in healthcare, academic and pharmaceutical sector in Taiwan, through a diverse set of actions which ranged from the traditional business development to a more unique role of working with a cross-functional team for market specific product development. At present, he is responsible for the integration of blockchain in SMEs and enterprises with a focus on supply chain traceability.

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Other subsequent events

- On October 15, 2018 the Board of Directors had an Emergency Board Meeting and Terminated Mr. Tony Le from the Board of Directors and as Chief Operating Officer of Santo Mining Corp.
- On November 19, 2018 the Company delivered a notice of default to HTX Nong Thuy Huu Co Xanh, a/k/a ASAMA MINING and under the terms of the Plan of Exchange, dated and executed on April 30th, 2018. Pursuant to section (6) "Merger Clause" in the event of a monetary default of section (3) "Transaction Descriptive Summary" ASAMA has 14 calendar days to remedy the default or the entire agreement will become immediately null and void and any subscribed or exchanged shares of common stock or preferred "A" shares will be cancelled or surrendered back to Santo Mining Corp.
- On December 3, 2018, the Company removed all ASAMA MINING Board members as per the Plan of Exchange Termination Letter.
- On December 3, 2018 The Company issued a notice terminating its agreement immediately with HTX Nong Thuy Huu Co Xanh, a/k/a ASAMA MINING and that its law firm in Ho Chi Minh City, Vietnam; (ANT Consultants & Lawyers) have issued the notice of immediate termination letter to ASAMA MINING including their three Directors: Mr. Dao Thanh Duc, Mr. Luong Anh The & Mr. Phan Dung Van, terminating the agreement immediately. $41,000 advanced by ASAMA MINING in anticipation of the planned merger was retained by the Company and reclassified as a breakup fee and reported as a gain on debt extinguishment at September 30, 2018.
- On December 3, 2018, the Company awarded Mr., Yglesias 150,000 Series A Preferred shares.
- On December 17, 2018, the Company filed a police report with the Miami Dade Police Department reporting that $25,600 of the Company’s computer hardware (held as available for sale) was not returned as per the Company’s request following the termination of the ASAMA MINING officers. The report will be forwarded to the jurisdiction of the former officer’s legal domicile. The loss resulting from the reported incident was reported net, as other income and expense as reduction of the gain on debt extinguishment and Assets held for sale was reduced to $4,400 at September 30, 2018.
- It is expected that the Company will continue to issue convertible notes for services as restructuring continues and assistance as needed for financial reporting. The monthly charges are typically $20,000 in form of convertible notes with embedded derivatives.
- On October 15, 2019, the company entered into a joint venture agreement with Infinity Blockchain Labs Taiwan. Under the terms of this agreement both companies will form a subsidiary under Santo Mining Corp. called NDA Tags, Inc. which will focus on anti-counterfeit, tamper-proof, traceability, using RFID/NFC technology on the blockchain for the cannabis industry.

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ITEM 5. 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 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.

- As of the 3rd Quarter 2018 the company opened a blockchain software development company to offer blockchain services to companies wanting to develop blockchain solutions for their existing data base systems and or new products and services in which they require blockchain software solutions. The Company's area of expertise is the following:

  - BLOCKCHAIN DEVELOPMENT SERVICES
    - POC Development

      Elaborate Proof of concept services to showcase the technical viability of a product and its market potential.

  - BLOCKCHAIN CONSULTING
    - Strategic advice on successful employment of Blockchain technology to optimize the potential outcomes.

  - CRYPTOCURRENCY DEVELOPMENT
    - Elaborate ICO and Cryptocurrency development services to successfully launch your customized altcoin.

  - PRIVATE BLOCKCHAIN DEVELOPMENT

- Build permissioned private Blockchain applications for any industry and save on infrastructure and operational costs.

- HYPERLEDGER DEVELOPMENT
  - Unlock the potential of open source Blockchains and tools for collaborative development with distributed ledgers.

- SMART CONTRACT DEVELOPMENT
  - Design, development, audit, and optimization of self-executing coded business contracts to automate processes.

- SUPPLY CHAIN DEVELOPMENT
  - Improve transparency and traceability and reduce administrative costs with effective supply chain solutions.

EXECUTIVE MANAGEMENT

As of April 15th, 2015 Mr. Yglesias has been CEO & Chairman.

Currently Mr. Yglesias manages all the operations of CONG TY CO PHAN CONG NGHE N3 “N3” in Ho Chi Minh City, Vietnam; additionally he has lived and worked in China for over 9 years. Mr. Yglesias spends approximately 40% of his time dedicated to N3 management. During his time in China, Mr. Yglesias served as the CEO of China Food Services, he also consulted and strategized for The American Embassy USATO in Beijing and Guangzhou China, The Bahamas Ministry of Tourism and Aviation Department in Beijing China’s Bahamas Embassy, the Costa Rica Chamber of Commerce “Procomer” in Beijing and various Embassies of Latina America and the Caribbean in China.

He started his professional career working in the early 90’s in the IT Department of Associated Grocers of Florida, than moved up the corporate ranks to Manager of Telecommunications of Latin America Division for Eastman Kodak, where he learned the value of applying his Engineering skills to simplify and automating productivity in the manufacturing and the logistics worldwide divisions of Kodak, he graduated from the University of Costa Rica in 1987 with an Electrical Engineering Degree. In 2001 he Co-Founded Acero Systems, an information technology company where his logistical and manufacturing knowledge landed him accounts like Lennar Homes, Del Monte Fresh Produce, and the City of Plantation.

JUNYA YAMAMOTO
As of October 25, 2019 Mr., Yamamoto has been Vice-Chairman
Mr. Junya Yamamoto is the co-founder of Infinity Blockchain Labs (IBL), a visionary R&D company engaged in intermediary and RegTech services employing blockchain technology. Under his leadership, IBL has grown into a team of 300+ blockchain developers, researchers, marketers and strategic planners in Ho Chi Minh City, working with strategic partners in 8 countries. He has also been instrumental in the launching of IBLs blockchain education course, the first of its kind in Vietnam. Mr. Junya Yamamoto is a graduate of the prestigious Aoyama Gakuin University in Tokyo, Japan where he studied International Politics and Economics and upon graduation worked for numerous start-up think tanks where he was part of the policy-making process helping publicly listed companies in Japan.

RAUL VASQUEZ
As of October 25, 2019 Mr., Vasquez has been Secretary of the Board & COO
Mr. Raul Vasquez is a seasoned marketer and entrepreneur with over a 20-year career trajectory in the U.S. and China across various industries including advertising, technology, journalism and start-ups. Most recently he was co-founder of Skullys, a reward based digital collectible and PO8, a Bahamas based marine archaeology blockchain project democratizing access to artifact investments. Prior to PO8, Vasquez worked for leading brands such as DDB, Petsmart.com, McClatchy Newspapers (formerly Knight Ridder Tribune) and successfully launched the China division of Weddings Beautiful Worldwide, making it the most trusted learning institution for wedding industry professionals in the country, and the most profitable division worldwide. Vasquez is a graduate of Boston College and currently resides in Los Angeles.
GEORGE G. KAUPER
As of October 25, 2019 Mr., Kauper has been CMO

George G. Kauper is a real estate professional, broker and owner of Kauper Realty LLC and the co-owner of Casablanca Cigar Lounge / South Pointe Club, which is Miami Beach's premier cigar cocktail lounge. He has been a figure in the development of the entertainment industry in South Miami Beach since the late 1980s and has been investing in South Florida real estate since the early 2000s. After establishing Kauper Realty, a boutique residential and commercial luxury real estate brokerage firm he has traveled to the Middle East and Asia multiple times promoting many large Miami based residential and commercial real estate development projects, such as Miami's Brickell City Center. This has earned him many accolades in the global real estate community.

DR. KRISHNENDU CHATTERJEE

As of October 25, 2019 Mr., Chatterjee has been CPS

Dr. Krishnendu Chatterjee is a result-oriented Ph.D. with a proven track record of managing and leading interdisciplinary projects, both academic and industrial. He was responsible for driving the early adoption of blockchain solutions in healthcare, academic and pharmaceutical sector in Taiwan, through a diverse set of actions which ranged from the traditional business development to a more unique role of working with a cross-functional team for market specific product development. At present, he is responsible for the integration of blockchain in SMEs and enterprises with a focus on supply chain traceability.

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.

- https://www.crypton3.dev/
- https://twitter.com/crypn3
- https://github.com/crypn3
- https://www.linkedin.com/company/crypton3
- https;//www.sanp.us

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. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Material Changes in Financial Condition

At December 31, 2018, the Company had a working capital deficit of ($2,232,243), compared to a working capital deficit of ($1,512,024), at December 31, 2017. Company current assets as of December 31, 2017 consisted of cash of $19,375, inventory placed with vendors of $11,083 and officer advances of $6,793. At December 31, 2017, current assets consisted deposits with a vendor net of cash deficit of $24,666.

At December 31, 2018, total current liabilities increased to $2,287,191 from $1,536,690 at December 31, 2017. The increase was due to increases in convertible notes, related interest accruals and derivative liabilities.

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 Twelve Months Ended December 31, 2018 and 2017

The Twelve Months Ended September 30, 2018 and 2017

Revenues and Costs of Goods Sold

Revenues for the twelve months ended December 31, 2018 and 2017 were $430 and $126,702 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 twelve months ended December 31, 2018 and 2017 were $989 and $127,258 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 twelve months ended December 31, 2018, operating expenses were $558,205 compared to $521,676 during the twelve months ended December 31, 2017. The increase in current period is due to professional fees, partially offset by a reduced salary accrual. In the prior period, there were catch-up accrual entries. Annual salary expense for our Chief Executive is $150,000 per annum.

Other Income (Expense) – net:

Other income/(expenses) consist primarily of interest expense, derivative expense and gain from debt extinguishment. For the twelve months ended December 31, 2018 and 2017, interest expenses was higher by approximately $295,000 in the 2018 due to greater debt levels and interest being accrued at default rates of interest.

Net (loss)

The net (loss) for twelve months ended December 31, 2018 was ($1,048,341) compared to a net loss of ($497,700) for twelve months ended December 31, 2018. This lower loss was due to the higher operating and other expense during the period ended December 31, 2018.

G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the three months ended September 30, 2018. The lease is on a renewable 6 months virtual office contract, with 1 day a month usage of a 150 square foot office space and 4 hours of conference center monthly use.

ITEM 6. DESCRIBE THE ISSUER’S FACILITIES

Our principal executive and administrative offices are located:
4300 Biscayne Blvd.
Miami, FL 33147
1-833-636-3630

Our operating subsidiary is located at
Số 284A Nam Kỳ Khởi Nghĩa,
Phường 8, Quận 3, Thành phố
Hồ Chí Minh, Vietnam700000
1-833-636-3630

ITEM 7. 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 December 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(1)	Ownership
Franjose Yglesias		53		President		2015		300,000,000	100%

(1) Mr. Yglesias owned 150,000,000 shares until December 2018, when he was awarded an additional, 150,000,000 shares.

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.

Refer to Item 5. Describe the Issuers, products and services for a list of new Management as of the date of this report.

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
Franjose Yglesias		53		President		2015		300,000,000	100%

(1) Mr. Yglesias owned 150,000,000 shares until December 2018, when he was awarded an additional, 150,000,000 shares.

ITEM 8. THIRD PARTY PROVIDERS

A. Legal Counsel
Jonathan D. Leinwand, P.A.
20900 NE 30th Ave.
8th Floor
Aventura, FL 33180
Tel (954) 903-7856
Fax (954) 252-4265

B. Accountant or Auditor

Accountant
Seaman Neck LLC
1706 Pinnacle Way
Danbury CT 06811

C. Investor Relations Consultant

None

D. Other Advisor(s)

None

ITEM 9. OTHER INFORMATION

N/A

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ITEM 10. CERTIFICATIONS

I, Franjose Yglesias, certify that:

1. I have reviewed this annual disclosure statement of The Twelve Months Ended December 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: October 30, 2019