

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Cabo Verde Capital Inc.

Address: Av. Eng. Duarte Pacheco, N 143,145,2, Almancil, Portugal

Phone: +351 916 139 831

Website: N/A

Email: duggan.john@gmail.com

SIC: 1522

Annual Report For the Period Ending: March 31, 2021 (the "Reporting Period")

As of August 2, 2021, the number of shares outstanding of our Common Stock was:

53,056,005

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

53,056,005

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

53,056,005

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Cabo Verde Capital Inc. – as of 4/28/2014 (formerly known as – Watair Inc. – as of 3/11/2010)

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer’s current standing in its state of incorporation (e.g. active, default, inactive):

Nevada, Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

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

Av. Eng. Duarte Pacheco, N 143,145,2, Almancil, Portugal

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

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

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

Yes: No:

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

2) Security Information

Trading symbol: CAPV
Exact title and class of securities outstanding: Common
CUSIP: 1268801103
Par or stated value: \$0.0001

Total shares authorized: 500,000,000 as of date: March 31, 2021
Total shares outstanding: 53,056,005 as of date: March 31, 2021

Number of shares in the Public Float²: 12,987,532 as of date: March 31, 2021
 Total number of shareholders of record: 125 as of date: March 31, 2021

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

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Pacific Stock Transfer Company
 Phone: 702-361-3033 x148
 Email: paul@pacificstocktransfer.com
 Address: 6725 Via Austi Pkwy., Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>March 31, 2019</u> Common: <u>53,056,005</u> Preferred: _____			*Right-click the rows below and select “Insert” to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market	Individual/ Entity Shares were issued to (entities must have individual	Reason for share issuance (e.g. for cash or debt conversion) -OR-	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

² “Public Float” shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “control person”), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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

	returned to treasury)			share) at Issuance	price at the time of issuance? (Yes/No)	with voting / investment control disclosed).	Nature of Services Provided			
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
Shares Outstanding on Date of This Report:										
		Ending _____ Balance								
Ending Balance:			Common:							
Date <u>March 31, 2021</u>			Preferred: _____							
53,056,005										

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>3/31/2012</u>	<u>435,000</u>	<u>300,000</u>	<u>135,000</u>	<u>3/30/2017</u>	<u>See Note 1</u>	<u>Robert Rosner</u>	<u>Loan</u>
<u>4/3/2014</u>	<u>218,092</u>	<u>122,117</u>	<u>95,975</u>	<u>N/A</u>	<u>See Note 2</u>	<u>Bruper Investments Ltd. (Nikolas Perrault is the beneficial owner)</u>	<u>Loan</u>
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

- (1) On March 31, 2012, the Company issued a Convertible Debenture in the amount of \$300,000 to a former director of the Company to settle amounts due. The Convertible Debenture is non-dilutive, bears an interest rate of 5% per annum and has a due date of March 30, 2017. The holder has the right to convert the outstanding principal and accrued interest into common shares of the Company at a price of \$0.0085 per share.
- (2) On April 3, 2014, the Company issued to a private investor, a Secured Convertible Promissory Note in exchange for up to \$100,000 principal amount in loans to the company. The Secured Convertible Promissory Note bears an interest rate of 10% compounded yearly, is non-dilutive and provides the option for the holder to convert any or all of the outstanding indebtedness including any accrued interest into common shares of the capital stock of the Company at the conversion rate of \$0.0085 per share.

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: John Duggan
Title: Chief Financial Officer
Relationship to Issuer: Chief Financial Officer

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Cabo Verde Capital's activities are based on three main pillars: Real Estate, Hospitality and Casino development and the exploitation of these three segments. The Company expects to continue to conclude transactions with the Vendors and their affiliates and others in order to acquire and develop real estate projects exclusively in the Island Country of Cape Verde.

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

N/A

- C. Describe the issuers' principal products or services.

Cabo Verde Capital is a service-based company specializing in real estate, hospitality, and casino development.

6) Issuer's Facilities

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

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

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

The Company currently has no assets or properties, and its business address is Av. Eng. Duarte Pacheco, N 143,145,2, Almancil, Portugal.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>John Duggan</u>	<u>Director, CEO, Secretary</u>	<u>Rua e Escadinhas de Santa Cruz 64, 2775-442 Estoril, Portugal</u>	<u>1,164,000</u>	<u>Common</u>	<u>2.19%</u>	<u>—</u>
<u>Balwerk IX LDA</u>	<u>5%+ Shareholder</u>	<u>Av. Arriaga, 73-1, Sala 113 Edificio Marina Club 9000-060, Funchal, Portugal</u>	<u>10,000,000</u>	<u>Common</u>	<u>18.85%</u>	<u>(1)</u>
<u>Rutgerus Cornelis Johannes Willemse</u>	<u>5%+ Shareholder</u>	<u>Calle Gerifalte 16, 28232 Las Rozas de Madrid, Madrid, Spain</u>	<u>7,760,000</u>	<u>Common</u>	<u>14.63%</u>	<u>—</u>
<u>Cape Verde Development LDA</u>	<u>5%+ Shareholder</u>	<u>Edificio Millenium, Rua Sena de Barcelos, Mindelo Sao Vincento, Cape Verde</u>	<u>5,000,000</u>	<u>Common</u>	<u>9.42%</u>	<u>(2)</u>
<u>ACL Malta LTD</u>	<u>5%+ Shareholder</u>	<u>78 Mill St., Qormi, Malta</u>	<u>4,894,000</u>	<u>Common</u>	<u>9.22%</u>	<u>(3)</u>
<u>Sandra McQuinn</u>	<u>5%+ Shareholder</u>	<u>5, Gryersdale Close, Bowgreave, Preston PR3 1GQ Lancashire, UK</u>	<u>4,894,000</u>	<u>Common</u>	<u>9.22%</u>	<u>—</u>
<u>Insch Capital Management SA</u>	<u>5%+ Shareholder</u>	<u>Corso Elvezio 14, C11, Lugano 6900</u>	<u>3,000,000</u>	<u>Common</u>	<u>5.65%</u>	<u>(4)</u>

- (1) Sandra McQuinn, Rita Sheehy, Anna Sheehy, Cliona Sheehy and Lucy Sheehy are the beneficial owners of Balwerk IX LDA. The Sheehy's address is 6B Edificio Millenium, Rua Sena Barcos, Mindelo, Sao Vicente, Cape Verde.
- (2) Sandra McQuinn, Rita Sheehy, Anna Sheehy, Cliona Sheehy and Lucy Sheehy are the beneficial owners of Cape Verde Development LDA.
- (3) Rita Sheehy, Anna Sheehy, Cliona Sheehy and Lucy Sheehy are the beneficial owners of ACL Malta LTD.
- (4) Christopher Cruden is the CEO and beneficial owner of Insch Capital Management SA. His address is 8-10 Grosvenor Gardens, Mezz., London, UK.

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 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; or

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.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

9) Third Party Providers

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

Securities Counsel

Name: Thomas C. Cook, Esq.
Firm: Law Offices of Thomas C. Cook, Ltd.
Address 1: 10470 W. Cheyenne Ave., Suite 115, PMB 303
Address 2: Las Vegas, NV 89129
Phone: 702-524-9151
Email: tccesq@aol.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, John Duggan certify that:

1. I have reviewed this Annual Disclosure Report of Cabo Verde Capital Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 2, 2021 [Date]

/s/ John Duggan [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, John Duggan certify that:

1. I have reviewed this Annual Disclosure Report of Cabo Verde Capital Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 2, 2021 [Date]

/s/ John Duggan [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

CABO VERDE CAPITAL, INC.
BALANCE SHEETS
(Unaudited)

	March 31, 2021	March 31, 2020
<u>ASSETS</u>		
Current Assets:		
Cash	\$ -	\$ -
Total Assets	<u>\$ -</u>	<u>\$ -</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable	\$ 194,683	\$ 194,683
Accrued interest	247,767	212,940
Convertible note payable	122,117	122,117
Convertible debenture	300,000	300,000
Total Liabilities	<u>864,567</u>	<u>829,740</u>
Stockholders' Deficit:		
Preferred Stock, \$0.00001 par value, 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.00001 par value, 500,000,000 shares authorized, 53,056,005 shares issued and outstanding	531	531
Additional paid in capital	47,102,029	47,102,029
Accumulated deficit	(47,967,127)	(47,932,300)
Total Stockholders' Deficit	<u>(864,567)</u>	<u>(829,740)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ -</u>	<u>\$ -</u>

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

CABO VERDE CAPITAL, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended March 31,	
	2021	2020
Operating Expenses:		
General and administrative	\$ -	\$ -
Total operating expenses	-	-
Loss from operations	-	-
Other Expense:		
Interest expense	(34,827)	(33,024)
Total other expense	(34,827)	(33,024)
Net loss	\$ (34,827)	\$ (33,024)
Loss per share, Basic & diluted	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding – basic & diluted	53,056,005	53,056,005

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

CABO VERDE CAPITAL, INC.
STATEMENT OF STOCKHOLDERS' DEFICIT
For the Years Ended March 31, 2021 and 2020
(Unaudited)

	Common Stock		Additional Paid-in	Accumulated	Total
	Shares	Amount	Capital	Deficit	
Balance, March 31, 2019	53,056,005	\$ 531	\$ 47,102,029	\$ (47,899,276)	\$ (796,716)
Net loss	-	-	-	(33,024)	(33,024)
Balance, March 31, 2020	53,056,005	531	47,102,029	(47,932,300)	(829,740)
Net loss	-	-	-	(34,827)	(34,827)
Balance, March 31, 2021	53,056,005	\$ 531	\$ 47,102,029	\$ (47,967,127)	\$ (864,567)

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

CABO VERDE CAPITAL, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended March 31,	
	2021	2020
Cash flows from operating activities:		
Net loss	\$ (34,827)	\$ (33,024)
Adjustments to reconcile net loss to net cash used in operations:		
Change in assets and liabilities:		
Accrued interest	34,827	33,024
Net cash used by operating activities	-	-
Cash flows from investing activities:	-	-
Cash flows from financing activities:	-	-
Net increase (decrease) in cash	-	-
Cash at beginning of year	-	-
Cash at end of year	\$ -	\$ -
Cash paid for:		
Interest	\$ -	\$ -
Taxes	\$ -	\$ -

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

CABO VERDE CAPITAL, INC.
Notes to Financial Statements
March 31, 2021
(Unaudited)

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Cabo Verde Capital, Inc. (“the Company”), reincorporated in the State of Delaware on July 23, 2014 by merger with and into Cabo Verde Capital Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation, pursuant to an Agreement and Plan of Merger between the Company and Cabo Verde. Cabo Verde Delaware was formed. Cabo Verde Capital, Inc. then reincorporated in the State of Nevada on November 5, 2015 by merger with and into Cabo Verde Capital Inc., a Nevada corporation and a wholly-owned subsidiary of the Corporation, pursuant to an Agreement and Plan of Merger between the Company and Cabo Verde.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of estimates

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

Basic and Diluted Earnings Per Share

Net income (loss) per common share is computed pursuant to ASC 260-10-45, *Earnings per Share—Overall—Other Presentation Matters*. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period.

Income taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – GOING CONCERN

The Company's unaudited financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company does not have sufficient working capital, nor does it have operations or a source of revenue to cover its operating costs and allow it to continue as a going concern. The Company will be dependent upon the raising of additional capital through debt and/or equity financing in order to implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern. These unaudited financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or the amounts of and classification of liabilities that might be necessary in the event the company cannot continue in existence. Accordingly, these factors raise substantial doubt as to the Company's ability to continue as a going concern.

NOTE 4 – CONVERTIBLE NOTE PAYABLE

On April 3, 2014, the Company issued to a private investor, a Secured Convertible Promissory Note in exchange for up to \$100,000 principal amount in loans to the company. The Secured Convertible Promissory Note bears an interest rate of 10% compounded yearly, is non-dilutive and provides the option for the holder to convert any or all of the outstanding indebtedness including any accrued interest into common shares of the capital stock of the Company at the conversion rate of \$0.0085 per share. As of March 31, 2021 and 2020, total principal and interest due is \$122,117 and \$95,975, and \$122,117 and \$76,148, respectively.

NOTE 5 – CONVERTIBLE DEBENTURE

On March 31, 2012, the Company issued a Convertible Debenture in the amount of \$300,000 to a former director of the Company to settle amounts due. The Convertible Debenture is non-dilutive, bears an interest rate of 5% per annum and has a due date of March 30, 2017. The holder has the right to convert the outstanding principal and accrued interest into common shares of the Company at a price of \$0.0085 per share. As of March 31, 2021 and 2020, total accrued interest due on this note is \$135,000 and \$120,000, respectively.

NOTE 6 - SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the financial statements were available to be issued and has determined that no material subsequent events exist.