

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## CUBA BEVERAGE COMPANY

7660-H Fay Avenue  
Suite 826  
La Jolla, CA 92037-4843

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888-387-9278  
cubabeveragecorp@gmail.com  
SIC Code: 9995

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

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 2,912,642,216

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 2,912,642,216

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 2,912,642,216

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

Yes:  No:

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

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

(Note: A Change in Control occurred subsequent to the close of the reporting period.)

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

- Cuba Beverage Company (September 7, 2010 to the present)
- Green Card Capital Corporation (October 30, 2008 to September 7, 2010)
- Green America Land Holdings, Inc. (March 27, 2008 to October 30, 2008)
- Innotelco, Inc. (April 29, 2005 to March 27, 2008)
- International Precious Metals Corporation (October 11, 1995 to March 28, 2005)
- International Platinum Corporation (December 31, 1987 to October 11, 1995)

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):

- Wyoming (March 28, 2005 to the present)
- Ontario (Canada) (December 31, 1987 to March 28, 2005)

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

- None.

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

**Judgment Satisfaction**

Margaret Willett ("Willett"), who was the duly appointed custodian of the Company (the "Former Custodian"), originally filed an action (the "Action") in the Superior Court of California, County of San Diego (the "Court") against Alex Procopio ("Procopio") and the Company on March 7, 2019. On June 7, 2019, the Court entered judgment ("Judgment") in favor of the Former Custodian and against Procopio and the Company, jointly and severally, in the amount of Two Hundred Eighty Two Thousand Eighty Five Dollars (\$282,085.00).

On January 27, 2020, the Former Custodian executed an Assignment of Judgment, assigning all interest, right, and title to the Judgment to George W. Morgan III ("Morgan"), the Company's former President, which Assignment of Judgment was filed with the Court on January 28, 2020. The judgment accrues interest at 10% per annum.

On July 26, 2021, Morgan executed an Assignment of Judgment, assigning all interest, right, and title to the Judgment back to the Former Custodian, which Assignment of Judgment was filed with the Court on August 6, 2021. On July 27, 2021, Mr. Morgan wrongfully executed, and thereafter filed with the Court, an Acknowledgement of Satisfaction of Judgment ("Acknowledgement of Satisfaction of Judgment"). Thereafter, the Former Custodian, Morgan, and the Company agreed that the Acknowledgement of Satisfaction of Judgment should be vacated and set aside, and thereafter, the Court vacated and set aside the Acknowledgement and Satisfaction of Judgment, declaring the filing void *ab initio*.

As of March 25, 2022, the total outstanding amount that Procopio and the Company jointly and severally owed to the Former Custodian, including post-judgment interest at the rate of ten percent (10%) per annum, was Three Hundred Sixty Thousand Nine Hundred Ninety-One Dollars and Fifty-Two Cents (\$360,991.52) (the "Claim Amount").

On March 25, 2022, the Company and the Former Custodian agreed that the Company could satisfy the Judgment by the issuance to the Former Custodian of 3,145,620,991 shares (the "Judgment Shares") of the Company's common stock in accordance with the terms of a Stipulation for Satisfaction of Judgment (the "Stipulation"). The Company issued the Judgment Shares to the Former Custodian on March 31, 2022.

### **Loan Exchange/Satisfaction**

From January 28, 2021 through April 29, 2021, the Former Custodian invested and loaned an aggregate of \$15,000.00 in and to the Company, and the Company agreed to repay these amounts upon demand at an interest rate of ten percent (10%) per annum. Due to mistake, inadvertence, and neglect, the Company did not prepare written demand notes evidencing this indebtedness in writing.

From June 1, 2019 through March 23, 2022, the Roy Hagan Trust loaned and invested an aggregate of \$173,475.00 in and to the Company, and the Company agreed to repay these amounts upon demand at an interest rate of ten percent (10%) per annum. Due to mistake, inadvertence, and neglect, the Company did not prepare written demand notes evidencing this indebtedness in writing. On March 25, 2022, the Roy Hagen Trust assigned all right, title, and interest in the right to repayment of this indebtedness to the Former Custodian. As of that date, the principal balance on these loans (the "Loans") was \$188,475.00 and the accrued interest was \$24,333.57.

On March 25, 2022, the Company and the Former Custodian agreed that the Former Custodian would exchange the Loans for 1,854,379,009 shares (the "Exchange Shares") of the Company's common stock in accordance with the terms of an Exchange Agreement (the "Exchange Agreement"). The Company issued the Exchange Shares to the Former Custodian on March 31, 2022.

### **Sale of Control Shares**

On June 23, 2022, Margaret Willett sold 5,000,000,000 shares (the "Shares") of common stock of the Company to Control Block LLC, which is owned and controlled by the Company's directors, Graham Cox and Ethan Zachadnyk.

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

7660-H Fay Avenue  
Suite 826  
La Jolla, CA 92037-4843

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:

On June 12, 2019, the District Court of the First Judicial District of the State of Wyoming appointed Margaret Willett as custodian of the Company, thereby allowing her to exercise all of the powers of the corporation, through or in place of its board of directors, to the extent necessary to manage the business and affairs of the corporation.

On June 21, 2022, the District Court for the First Judicial District of the State of Wyoming ordered that Margaret Willett be discharged as custodian of Cuba Beverage Company (the "Company") and that the custodianship be dismissed.

## 2) Security Information

Trading symbol: CUBV  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 126524107  
Par or stated value: 0.00001 per share

Total shares authorized: 10,000,000,000 as of date: December 31, 2021  
Total shares outstanding: 2,912,642,216 as of date: December 31, 2021  
Number of shares in the Public Float<sup>2</sup>: 2,146,776,828 as of date: December 31, 2021  
Total number of shareholders of record: 292 as of date: December 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: Colonial Stock Transfer, Inc.  
Phone: (801) 355-5740  
Email: kalyschandler@colonialstock.com  
Address: 66 Exchange Place, Ste 100, Salt Lake City, UT 84111

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> 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:

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>12/31/20</u> Common: <u>2,912,642,216</u> Preferred: <u>0</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
03/25/22 (1)(2)(3)	New Issuance	5,000,000,000	Common	\$0.000 1148	Yes	Margaret Willett	Satisfaction of Judgment; Satisfaction of Loans	Restriction	Section 4(a)(2)
04/07/22 (4)	New Issuance	250,000,000	Common	\$0.000 148	Yes	Graham Cox	Vesting of RSU	Restriction	Section 3(b), Rule 701, Section 4(a)(2)
04/07/22 (4)	New Issuance	250,000,000	Common	\$0.000 148	Yes	Ethan Zachadnyk	Vesting of RSU	Restriction	Section 3(b), Rule 701, Section 4(a)(2)
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
Ending Balance Ending Balance:									
Date <u>07/29/22</u> Common: <u>8,412,642,216</u> Preferred: _____									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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:

**(1) Judgment Satisfaction**

Margaret Willett ("Willett"), who was the duly appointed custodian of the Company (the "Former Custodian"), originally filed an action (the "Action") in the Superior Court of California, County of San Diego (the "Court") against Alex Procopio ("Procopio") and the Company on March 7, 2019. On June 7, 2019, the Court entered judgment ("Judgment") in favor of the Former Custodian and against Procopio and the Company, jointly and severally, in the amount of Two Hundred Eighty Two Thousand Eighty Five Dollars (\$282,085.00).

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the Judgment to George W. Morgan III (“Morgan”), the Company’s former President, which Assignment of Judgment was filed with the Court on January 28, 2020. The judgment accrues interest at 10% per annum.

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## **(2) Loan Exchange/Satisfaction**

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From June 1, 2019 through March 23, 2022, the Roy Hagan Trust loaned and invested an aggregate of \$173,475.00 in and to the Company, and the Company agreed to repay these amounts upon demand at an interest rate of ten percent (10%) per annum. Due to mistake, inadvertence, and neglect, the Company did not prepare written demand notes evidencing this indebtedness in writing. On March 25, 2022, the Roy Hagen Trust assigned all right, title, and interest in the right to repayment of this indebtedness to the Former Custodian. As of that date, the principal balance on these loans (the “Loans”) was \$188,475.00 and the accrued interest was \$24,333.57.

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## **(3) Sale of Control Shares**

On June 23, 2022, Margaret Willett sold 5,000,000,000 shares (the “Shares”) of common stock of the Company to Control Block LLC, which is owned and controlled by the Company’s directors, Graham Cox and Ethan Zachadnyk.

## **(4) Equity Incentive Plan**

On April 7, 2022, the Company adopted its 2022 Equity Incentive Plan (the “Plan”), which provides for the grant, at the discretion of the Board (or a committee thereof), of incentive stock options, nonqualified stock options, stock appreciation rights, restricted awards, performance share awards, cash awards, and other equity-based awards, with a maximum of 1,200,000,000 shares of the Company’s common stock that may be issued pursuant to the Plan.

On April 7, 2022, the Company issued 500,000,000 restricted stock units (“RSUs”) to each of its directors, Graham Cox and Ethan Zachadnyk, of which 250,000,000 RSUs vested immediately and the remaining 250,000,000 RSUs vest upon the Corporation’s filing of a Form 10 or S-1 with the United States Securities and Exchange Commission.

**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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

See response to Section 3(A) above regarding satisfaction of judgment and exchange of loans by issuance of 5,000,000,000 shares to the Former Custodian.

**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)<sup>4,\*\*</sup>

Name: Jack Runke  
 Title: CPA  
 Relationship to Issuer: Accountant

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;

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

- 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 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")**

The Company currently has no operations. The Company is currently evaluating opportunities to commence operations in one or more lines of business, including, without limitation, mobile app development.

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

VESL, LLC, a Wyoming limited liability company.

### **C. Describe the issuers' principal products or services.**

None at this time. The Company is currently evaluating opportunities to commence operations in one or more lines of business, including, without limitation, mobile application ("app") 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.**

At this time, the Company does not lease any assets, properties, or facilities.

## 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
Alex Procopio	Owner of more than 5%; Former officer and director	Crestone, Colorado	518,737,500	Common	17.81%	As of December 31, 2021
Zachary Santee Kramer	Owner of more than 5%	Crestone, Colorado	200,714,286	Common	6.89%	As of December 31, 2021 and does not include any shares that may have been beneficially held in "street name."
Margaret Willett	Former Custodian	La Jolla, California	72,496,812	Common	2.49%	As of December 31, 2021
Ethan Zachadnyk	Director, Treasurer, Secretary	La Jolla, California	None	Common	0.00%	As of December 31, 2021
Graham Cox	Director	La Jolla, California	None	Common	0.00%	As of December 31, 2021
Adam Engel	President and CEO	Austin, Texas	None	Common	0.00%	As of December 31, 2021
George W. Morgan	Former Director, Former President, and Former CEO	Rancho Santa Fe, California	None	Common	0.00%	As of December 31, 2021

Asha Patel	Former Secretary	Encinitas, California	None	Common	0.00%	As of December 31, 2021
Bharat G. Patel	Former Chief Financial Officer	Encinitas, California	None	Common	0.00%	As of December 31, 2021

## 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);**

On February 5, 2020, Alex Procopio was adjudged guilty of conspiracy in violation of 18 USC § 371.

- 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;**

On May 12, 2020, judgement was entered by the United States District Court for the Southern District of California against Alex Procopio that enjoins Alex Procopio from violating Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder and Sections 5 and 17(a) of the Securities Act of 1933 (the "Securities Act"), prohibits Procopio from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act, and bars Procopio from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of a penny stock. The judgment requires Procopio to pay disgorgement of ill-gotten gains, prejudgment interest, and a civil penalty.

- 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**

See Response to Section 8(A)(2). Procopio consented to the entry of the judgment rferenced therein without admitting or denying the allegations of the complaint filed by the Securities & Exchange Commission in that action.

- 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.**

None.

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

### **Custodianship**

On June 12, 2019, the District Court of the First Judicial District of the State of Wyoming appointed Margaret Willett as custodian of the Company, thereby allowing her to exercise all of the powers of the corporation, through or in place of its board of directors, to the extent necessary to manage the business and affairs of the corporation.

On June 21, 2022, the District Court for the First Judicial District of the State of Wyoming ordered that Margaret Willett be discharged as custodian of Cuba Beverage Company (the "Company") and that the custodianship be dismissed.

### **Willett Litigation**

Margaret Willett ("Willett"), who was the duly appointed custodian of the Company (the "Former Custodian"), originally filed an action (the "Action") in the Superior Court of California, County of San Diego (the "Court") against Alex Procopio ("Procopio") and the Company on March 7, 2019. On June 7, 2019, the Court entered judgment ("Judgment") in favor of the Former Custodian and against Procopio and the Company, jointly and severally, in the amount of Two Hundred Eighty Two Thousand Eighty Five Dollars (\$282,085.00).

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On March 25, 2022, the Company and the Former Custodian agreed that the Company could satisfy the Judgment by the issuance to the Former Custodian of 3,145,620,991 shares (the "Judgment Shares") of the Company's common stock in accordance with the terms of a Stipulation for Satisfaction of Judgment (the "Stipulation"). The Company issued the Judgment Shares to the Former Custodian on March 31, 2022.

### **Sharp Litigation**

On June 9, 2020, George Sharp ("Sharp"), a former consultant of the Company, filed an action against the Company alleging breach of contract. On January 21, 2022, the Court granted Sharp's motion for summary judgment against the Company, and on February 7, 2022, the Court entered judgment in favor of Sharp and against the Company for \$26,476 including interest.

## 9) Third Party Providers

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

### Securities Counsel

Name: Marc Indeglia  
Firm: Glaser Weil Fink Howard Achken & Shapiro LLP  
Address 1: 10250 Constellation Blvd  
Address 2: 19<sup>th</sup> Floor  
Phone: (310) 553-3000  
Email: mindeglia@glaserweil.com

### Accountant or Auditor\*

Name: Jack Runke, CPA  
Firm:  
Address 1: 7490 Opportunity Road, Suite 3394  
Address 2: San Diego, CA 92111  
Phone: (858) 245-9917  
Email: [jrunkecpa@yahoo.com](mailto:jrunkecpa@yahoo.com)

### 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, Adam Engel certify that:

1. I have reviewed this annual disclosure statement of Cuba Beverage Company;
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.

July 29, 2022

/s/ Adam Engel

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

### *Principal Financial Officer:*

I, Ethan Zachadnyk certify that:

1. I have reviewed this annual disclosure statement of Cuba Beverage Company;
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.

July 29, 2022

/s/ Ethan Zachadnyk

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

# **Cuba Beverage Company**

Consolidated Financial Statements  
Years Ended December 31, 2021 and 2020

# Cuba Beverage Company

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# Cuba Beverage Company

## Consolidated Balance Sheets

	December 31, 2021	December 31, 2020
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ -	\$ -
Total current assets	-	-
<b>Other Assets</b>		
	-	-
<b>TOTAL ASSETS</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 22,500	\$ 22,500
Due to related parties	141,351	120,965
Legal judgment payable and accrued interest	354,577	326,368
Total current liabilities	536,566	469,833
<b>Commitments and Contingencies (Note 8)</b>		
<b>Stockholders' Deficit</b>		
Preferred stock, no par value; 800,000,000 shares authorized; none issued	-	-
Common stock, no par value; 10,000,000,000 shares authorized; 2,912,642,216 shares issued and outstanding as of September 30, 2021 and December 31, 2020	5,810,894	5,810,894
Accumulated deficit	(6,347,460)	(6,280,727)
Total stockholders' deficit	(536,566)	(469,833)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ -</b>	<b>\$ -</b>

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

# Cuba Beverage Company

## Consolidated Statements of Operations

Twelve Months Ended December 31,	2021	2020
<b>Revenue</b>	\$ -	\$ -
Cost of sales	-	-
<b>Gross Profit</b>	-	-
<b>Operating Expenses</b>		
General and administrative expenses	20,386	69,570
<b>Loss from Operations</b>	<b>(20,386)</b>	<b>(69,570)</b>
<b>Other Income (Expense)</b>		
Interest expense	(46,347)	(28,208)
<b>Total Other Income (Expense)</b>	<b>(66,733)</b>	<b>(28,208)</b>
<b>Income (Loss) Before Income Taxes</b>	<b>(66,733)</b>	<b>(97,778)</b>
Income tax expense	-	-
<b>Net Income (Loss)</b>	<b>\$ (66,733)</b>	<b>\$ (97,778)</b>
<b>Net Loss Per Share of Common Stock</b>		
Basic and diluted	\$ (0.00002)	\$ (0.00003)
<b>Weighted-Average Shares of Common Stock Outstanding</b>		
Basic and diluted	2,912,642,216	2,912,642,216

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

# Cuba Beverage Company

## Consolidated Statements of Stockholders' Deficit

	Preferred Stock		Common Stock		Accumulated Deficit	Total
	Shares	Amount	Shares	Amount		
<b>Balance at January 1, 2020</b>	-	\$ -	2,912,642,216	\$ 5,810,894	\$ (6,182,949)	\$ (372,055)
Net loss	-	-	-	-	(97,778)	(97,778)
<b>Balance at December 31, 2020</b>	-	\$ -	2,912,642,216	\$ 5,810,894	\$ (6,280,727)	\$ (469,833)
Net income	-	-	-	-	(66,733)	
<b>Balance at December 31, 2021</b>	-	\$ -	2,912,642,216	\$ 5,810,894	\$ (6,347,460)	\$ (536,566)

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

# Cuba Beverage Company

## Consolidated Statements of Cash Flows

Twelve Months Ended December 31,	2021	2020
<b>Cash Flows From Operating Activities</b>		
Net income (loss)	\$ (66,733)	\$ (97,778)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Non-cash interest expense	16,191	28,208
Increase (decrease) in cash resulting from changes in:		
Accounts payable	-	(1,550)
Due to related parties	20,386	71,120
Legal judgment payable	-	-
Net cash used in operating activities	-	-
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>	-	-
<b>Cash and Cash Equivalents at Beginning of Period</b>	-	-
<b>Cash and Cash Equivalents at End of Period</b>	\$ -	\$ -
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Cash paid during the year for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

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

# Cuba Beverage Company

## Notes to the Consolidated Financial Statements

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### NOTE 1 - NATURE OF OPERATIONS

CUBA BEVERAGE COMPANY, a Wyoming corporation, prior to 2016, manufactured and sold an all-natural juice beverage in San Diego, California serving customers across the United States and internationally. Currently, the Company has no operations. The Company was incorporated on January 26, 2007. The corporation is a continuation of CUBA BEVERAGE COMPANY, a California Corporation merged as a Delaware Corporation on September 8, 2008. On July 31, 2010, Green Card Capital, Inc., a Wyoming corporation changed its name to Cuba Beverage Company and completed a share exchange with Cuba Beverage Company, the Delaware corporation, and became its wholly-owned subsidiary. The financial statements contained herein are the consolidated results of Cuba Beverage Company, a Wyoming corporation.

### NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Basis of Presentation

These financial statements are presented as unaudited and in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America. The Company believes that these financial statements present fairly, in all material respects, the financial position of the Company and the results of its operations and cash flows for the periods presented.

The Company has a calendar year-end accounting period.

#### Revenue

During the year ended December 31, 2021 and 2020 the Company had no revenues as there was no operations.

#### Accounts receivable

The Company is still a relative startup company and provides credit in the normal course of business to its customers and performs ongoing credit evaluations of those customers. There are no accounts receivables as of December 31, 2021 and 2020.

#### Inventory & Cost of Goods Sold

There is no inventory as of December 31, 2021 and 2020 as there are no operations.

#### Income Taxes

Deferred taxes are recognized for operating losses that are available to offset future federal income taxes.

#### Advertising

Advertising costs are expensed as incurred and included in operating expenses.

# Cuba Beverage Company

## Notes to the Consolidated Financial Statements

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### 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, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **NOTE 3- RELATED PARTY TRANSACTIONS**

The Company previously had recorded amounts due to the former Chief Executive Officer, however the Company has been unable to identify any value received for these amounts nor has received supporting documentation for these amounts previously reported. Therefore, the Company reclassified these amounts to equity as related party forgiveness of debt.

During the year ended December 31, 2019, the Company commenced reporting procedures and as a result has been funded by a related party, whom is currently paying bills to bring the Company back to compliance. As of December 31, 2021 and 2020, there is \$159,489 and \$120,965 outstanding to this related party. These amounts are non-interest bearing and due on demand.

### **NOTE 4- LONG TERM DEBT**

The Company has been unable to identify any value received for the amounts previously reflected nor has received supporting documentation for these amounts previously reported as long-term debt and believes that these amounts are not currently due and has reclassified all of these amounts from debt to equity.

### **NOTE 5 -INCOME TAXES**

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the CARES Act) was enacted and signed into law in response to the market volatility and instability resulting from the COVID-19 pandemic. It includes a significant number of tax provisions and lifts certain deduction limitations originally imposed by the Tax Cuts and Jobs Act of 2017 (the 2017 Act). The changes are mainly related to: (1) the business interest expense disallowance rules for 2019 and 2020; (2) net operating loss rules; (3) charitable contribution limitations; (4) employee retention credit; and (5) the realization of corporate alternative minimum tax credits. The Company does not anticipate the application of the CARES Act provisions to materially impact the overall Consolidated Financial Statements.

The Company accounts for income taxes under ASC Topic 740: Income Taxes which requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and the tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax losses and tax credit carryforwards. ASC Topic 740 additionally requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets. The Company has a net operating loss carryforward for tax purposes that can be carried forward indefinitely under the Tax Cuts and Jobs Act. Internal Revenue Code Section 382 places a limitation on the amount of taxable income that can be offset by carryforwards after certain ownership shifts.

The Company has recorded a full valuation allowance against its net deferred tax asset. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible.

# Cuba Beverage Company

## Notes to the Consolidated Financial Statements

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The Company has not completed a study to determine whether any ownership change per the provisions of Section 382 of the Internal Revenue Code of 1986, as amended, as well as similar state provisions, has occurred. Utilization of the Company's net operating loss and income tax credit carryforwards may be subject to a substantial annual limitation due to ownership changes that may have occurred or that could occur in the future. These ownership changes may limit the amount of the net operating loss and income tax credit carryover that can be utilized annually to offset future taxable income. In general, an "ownership change" as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders.

### *Uncertain tax positions*

In accordance with authoritative guidance, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. The Company has no material uncertain tax positions as of December 31, 2021.

The Company recognizes interest and penalties related to unrecognized tax positions within the income tax expense line in the accompanying consolidated statement of operations. There were no accrued interest and penalties associated with uncertain tax positions as of December 31, 2021 and 2020.

The Company is subject to U.S. federal and state income tax, and in the normal course of business, its income tax returns are subject to examination by the relevant taxing authorities. As of December 31, 2021, the 2017 – 2020 tax years remain subject to examination in the U.S. federal tax and various state tax jurisdictions. However, to the extent allowed by law, the taxing authorities may have the right to examine the period from 2013 through 2020 where net operating losses and income tax credits were generated and carried forward and make adjustments to the amount of the net operating loss and income tax credit carryforward amount. The Company is not currently under examination by federal or state jurisdictions.

### **NOTE 6-GOING CONCERN**

Certain conditions indicate the Company may not be able to continue as a going concern. The Company's costs have far outweighed the income since the inception of the Company. The Company's costs have been solely supplemented by additional investments in the Company and may not be able to be sustained. The accompanying financial statements do not include any adjustments to the financials statements that might be necessary should the Company be unable to continue as a going concern.

### **NOTE 7-CAPITAL STOCK**

The Company has two classes of stock: common and preferred. The common stock has 2,912,642,216 shares issued and outstanding as of December 31, 2021 and 2020 and there are no shares of preferred stock issued or outstanding at this time.

There were no shares issued during the nine months ended September 30, 2021 and 2020.

# Cuba Beverage Company

## Notes to the Consolidated Financial Statements

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### NOTE 8-LITIGATION

The Company on June 7, 2019 was named as a defendant in an action filed by plaintiff Margaret Willett, a related party and the former custodian of the Company, (the "Former Custodian") in the Superior Court of California, County of San Diego. Judgment was entered against the Company and Alex Procopio, a former officer and director of the Company, in the amount of \$282,085. The judgment accrued interest at 10% per annum. Thereafter, Ms. Willett assigned the judgment to George W Morgan III, the Company's former CEO. On July 27, 2021, Mr. Morgan wrongfully filed a Acknowledgment of Satisfaction of Judgment, noting that the judgment was satisfied in full as to the Company. Upon the filing of this Acknowledgement of Satisfaction of Judgment, the Company recorded a gain of \$342,559 to reduce its liability and accrued interest to \$0. Subsequent to year end, the Court vacated and set aside the Acknowledgement and Satisfaction of Judgment, declaring the filing void ab initio. Accordingly, the Company has reversed the recordation of its gain and reinstated the liability, along with accrued interest. Interest expense on the judgment for the years ended December 31, 2021 and 2020 was \$28,209 and \$28,285, respectively. Accrued interest on the judgment at December 31, 2021 and 2020 is \$72,492 and \$44,283, respectively. Subsequent to December 31, 2021, the Company satisfied the judgment. (See Note 9).

On June 9, 2020, George Sharp ("Sharp"), a former consultant of the Company, filed an action against the Company alleging breach of contract. On January 21, 2022, the Court granted Sharp's motion for summary judgment against the Company, and on February 7, 2022, the Court entered judgment in favor of Sharp and against the Company for \$26,476 including interest. The Company is considering its options, including filing an appeal.

### NOTE 9-SUBSEQUENT EVENTS

As of March 25, 2022, the total outstanding amount that Procopio and the Company jointly and severally owed to the Former Custodian, including post-judgment interest at the rate of ten percent (10%) per annum, was Three Hundred Sixty Thousand Nine Hundred Ninety-One Dollars and Fifty-Two Cents (\$360,991) (the "Claim Amount"). On March 25, 2022, the Company and the Former Custodian agreed to satisfy the Judgment by the issuance to the Custodian of 3,145,620,991 shares of the Company's common stock. The Company issued these shares to the Former Custodian on March 31, 2022.

As of March 25, 2022, the Company owed the Former Custodian a total of \$188,475 in principal and \$24,334 in accrued interest for related party loans made from June 2019 through March 23, 2022. On March 25, 2022, the Company and the Former Custodian agreed to exchange these loans for 1,854,379,009 shares of the Company's common stock. The Company issued these shares to the Former Custodian on March 31, 2022.

On April 7, 2022, the Company adopted its 2022 Equity Incentive Plan (the "Plan"), which provides for the grant, at the discretion of the Board (or a committee thereof), of incentive stock options, non-qualified stock options, stock appreciation rights, restricted awards, performance share awards, cash awards, and other equity-based awards, with a maximum of 1,200,000,000 shares of the Company's common stock that may be issued pursuant to the Plan.

On April 7, 2022, the Company issued 500,000,000 restricted stock units ("RSUs") to each of its directors, of which 250,000,000 RSUs vested immediately and the remaining 250,000,000 RSUs vest upon the Corporation's filing of a Form 10 or S-1 with the United States Securities and Exchange Commission.